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RECORDER, SALT LAKE COUNTY, UTAH  
DALVIN NOYCE  
625 NORTH REDWOOD RD UNIT 16  
SALT LAKE CITY UT 84116  
BY: EEP, DEPUTY - WI 13 P.

BYLAWS  
OF

CENTENNIAL PARK PUD HOMEOWNERS ASSOCIATION

ARTICLE I  
OFFICES

Section 1.01. Principal Office. The principal office for the transaction of the business of (the "Corporation") shall be located in Salt Lake City, County of Salt Lake, Utah. The Board of Trustees is hereby granted full power and authority to change, from time to time, said principal office from one location to another in said county.

Section 1.02. Other offices. Branch or subordinate offices may at any time be established by the Board of Trustees at any place or places where the Corporation is qualified to do business.

Section 1.03 Real Estate Affected. The Property which is and shall be held, transferred, sold, conveyed, and occupied subject to the provisions of these Bylaws consists of the following described real property situated in Salt Lake County, State of Utah:

Parcel numbers 08-34-131-065 through 086.

BEGINNING AT A POINT ON THE WEST LINE OF REDWOOD ROAD, SAID POINT BEING SOUTH 00° 11' 45" WEST 245.65 FEET AND NORTH 89° 45' 54" WEST 53.00 FEET FROM THE BRASS CAP MONUMENT LOCATED AT THE INTERSECTION OF 700 NORTH STREET AND REDWOOD ROAD, SAID POINT OF BEGINNING ALSO BEING NORTH 00° 45' 11" EAST ALONG SECTION LINE 20.35 FEET AND NORTH 89° 45' 54" WEST 147.33 FEET FROM THE NORTH QUARTER CORNER OF SECTION 34, TOWNSHIP 1 NORTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, AND RUNNING THENCE SOUTH 00° 11' 45" WEST ALONG SAID WEST LINE OF REDWOOD ROAD 460.05 FEET, THENCE NORTH 89° 51' 50" WEST 129.23 FEET; THENCE SOUTH 89° 10' 15" WEST 80.17 FEET; THENCE NORTH 00° 21' 50" EAST 63.92 FEET; THENCE NORTH 89° 51' 50" WEST 83.76 FEET; THENCE NORTH 00° 28' 10" EAST 397.99 FEET THENCE SOUTH 89° 45' 54" EAST 291.06 FEET TO THE POINT OF BEGINNING.

## ARTICLE II

### MEMBERSHIP

**Section 2.01. Qualifications.** Any person, who has an ownership interest in real property included within the boundaries of the Centennial Park Planned Unit Development as described on the records of the Salt Lake County Recorder, shall be entitled to membership in the Corporation by complying with the rules and regulation of this Corporation as hereafter set forth.

**Section 2.02. Application and approval.** A qualified person, may become a member of the Corporation by filing an application with the Association.

**Section 2.03. Privileges of Members.** All members shall be equally privileged to attend all membership meeting and take part in all membership meetings, and shall be eligible to hold any office or honor within the Corporation, so long as they comply with the Bylaws including the payment of dues to the Corporation. No member under sentence of suspension or expulsion shall take part in any proceedings of the Corporation or be elected to any office of the Corporation.

**Section 2.04. Censure, Suspension and Expulsion.** All charges against a member shall be made in writing to the Board of Trustees. These charges shall be investigated at the discretion of the Board of Trustees, and if found to be of sufficient moment, the accused will be given the privilege of a hearing. Written notice of charges must be given to the accused member thirty (30) days in advance of such a meeting. Following the hearing, the matter shall be submitted to the membership entitled to vote. A two-thirds affirmative vote of all such members, by secret personal or by mail secret ballot in order to censure, suspend or expel. Unreturned ballots, after 14 days, shall be considered as an affirmative vote.

A member who has been found guilty of a criminal offense, or of gross misconduct, or who shall refuse or neglect to obey the rules and regulations of the Corporation, or who has violated any of the provisions of these Bylaws, shall be subject to censure, suspension or expulsion.

**Section 2.05. Resignation.** Any member may withdraw from the Corporation after fulfilling all obligations to it and by giving written notice of such intent to the Board of Trustees.

**Section 2.06. Membership Certificates.** There shall be no certificates of membership in the Corporation.

## ARTICLE III

### MEETINGS OF MEMBERS

Section 3.01. Place of Meetings. All meetings of members shall be held either at the principal office of the Corporation or at any other place within or without the State of Utah which may be, designated by the Board of Trustees pursuant to authority hereinafter granted to said Board.

Section 3.02. Annual Meetings. The annual meetings of members shall be held in January of each year on any day and at any location determined by the Board of Trustees at seven o'clock p.m., provided, however, that should said day fall upon a legal holiday, then any such annual meeting of members shall be held at the same time and place on the next business day thereafter ensuing which is not a legal holiday. At such meetings trustees shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the powers of the members.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at member's address appearing on the books of the Corporation or given by member to the Corporation for the purpose of notice. **Notice may, at the request of any member, be sent electronically.** Notice is excused and need not be given to any member to whom a notice of two consecutive annual meetings, and all notices of meetings or the; taking of actions by written consent without a meeting during the period between the two consecutive annual meetings, have been mailed to the member's address **or email address** as shown on the records of the corporation, and have been returned undeliverable. If a member to whom notice is excused delivers to the corporation a written notice setting forth the member's current address, **email address**, or if another address for the member is otherwise made known to the corporation, the requirement that notice be given to the member is reinstated. All such notices shall be sent to each member entitled thereto not less than ten (10) nor more than sixty (60) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute.

Section 3.03. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the president, the vice-president, the Board of Trustees, or by one or more members holding a majority of the voting power of the Corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify, in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 3.04. Adjourned Meetings and Notice Thereof. Any members' meeting,

annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members represented at the meeting, either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at such meeting.

When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such' adjournment is taken.

Section 3.05. Voting. Each dwelling unit within the Centennial Park PUD shall be entitled to one (1) vote on all matters submitted to a vote of the members. The vote may be cast by any record owner of such dwelling unit. In the event a dispute among record owners of a single dwelling unit, the vote assigned to such dwelling unit will not be counted. The majority vote of members represented at the meeting entitled to vote on the subject matter shall be the act of the membership unless a greater number of votes is otherwise required by the laws of the State of Utah, or the Articles, CC&R's, or Bylaws of this Corporation and provided a quorum is present at the meeting.

Section 3.06. Quorum. The members present in person or represented, unless otherwise specifically designated in any section of the Articles, CC&R's or Bylaws, shall constitute a quorum at any meeting of members. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum was initially present shall be necessary for the adoption of any matter voted on by the members.

Section 3.07. Consent of Absentees. The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.08. Action Without Meeting. Any action which under any provision of the Utah Nonprofit Corporation and Cooperative Association Act may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing filed with the secretary of the Corporation signed by all of the persons who would be entitled to vote upon such action at a meeting.

Section 3.99. Proxies. A member may vote in person or by proxy. A proxy may be appointed by: (1) signing an appointment form either personally or by the member's attorney-in-fact; or (2) transmitting or authorizing the transmission of a telegram,

teletype, or other electronic transmission of a written statement of appointment to the proxy, the proxy's agent, or to the corporation, provided the transmission contains written evidence that shows the member authorized the transmission of the appointment.

Section 3.10. Meetings by Telecommunication. Any annual or special meeting of the members may be conducted through the use of any means of communication that allows persons participating in the meeting to hear one another.

#### ARTICLE IV TRUSTEES

Section 4.01. Powers. Subject to limitation of the Articles of Incorporation, of the Bylaws, and of the Utah Nonprofit Corporation and Cooperative Association Act as to action which shall be authorized or approved by the members, and subject to the duties of trustees as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by the Board of Trustees. Without prejudice to such general powers, but subject to the same limitations it is hereby expressly declared that the trustees shall have the following powers, to wit:

- (a) To select and remove all the other officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the Bylaws, fix their compensation, if any, and require from them security for faithful service.
- (b) To conduct, manage and control the affairs of the Corporation, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as they may deem proper.
- (c) To change from time to time the principal office for the transaction of the business of the Corporation from one location to another within the same county as provided in Section 1.01; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the State of Utah as provided in Section 1.02 hereof; and, to designate any place within or without the State of Utah for the holding of any members' meeting or meetings.
- (d) To admit new members or terminate the membership of existing members.
- (e) To appoint an executive committee and other committees, and to delegate to the executive committee any of the powers and authority of the board in the management of the affairs of the Corporation, except the power to adopt, amend or repeal bylaws. The executive committee shall be composed of two or more trustees.

Section 4.02. Number and Qualification of Trustees. The authorized number of trustees of the Corporation shall be five (5) until changed by amendment of the Articles of Incorporation duly adopted by the members or by a Bylaw amending this Section 5.02.

Section 4.03. Election and Term of Office. The trustees shall be elected at each annual meeting of members, but if any such annual meeting is not held, or the trustees

are not elected thereat, the trustees may be elected at any special meeting of members held for that purpose. All trustees shall hold office until their respective successors are elected.

**Section 4.04. Vacancies.** Vacancies in the Board of Trustees may be filled by a majority of the remaining trustees, though less than a quorum, or by a sole remaining trustee, and each trustee so elected shall hold office until a successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies in the Board of Trustees shall be deemed to exist in case of the death, resignation or removal of any trustee, or if the authorized number of trustees be increased, or if the members fail at any annual or special meeting of members at which any trustee or trustees are elected to elect the full authorized number of trustees to be voted for at that meeting.

The members may elect a trustee or trustees at any time to fill any vacancy or vacancies not filled by the trustees. If the Board of Trustees accepts the resignation of a trustee tendered to take effect at a future time, the board or the members shall have power to elect a successor to take office when the resignation is to become effective. No reduction of the authorized number of trustees shall have the effect of removing any trustee prior to the expiration of such Trustee's term of office.

**Section 4.05. Place of Meeting** Meetings of the Board of Trustees shall be held at any place within or without the State of Utah which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

**Section 4.06. Annual Meeting.** Immediately following each annual meeting of members, the Board of Trustees shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

**Section 4.07. Other Regular Meetings.** Other regular meetings of the Board of Trustees are hereby dispensed with and all business conducted by the Board of Trustees shall be conducted at special meetings.

**Section 4.08. Special Meetings.** Special meetings of the Board of Trustees for any purpose or purposes shall be called at any time by the president or, if he is absent or unable or refuses to act, by any vice-president or by any two trustees.

Written notice of the time and place of special meetings shall be delivered personally to each trustee, or sent to each trustee by mail, telecopy or by other form of written communication, charges prepaid, addressed to trustee at trustee's address as it is shown upon the records of the Corporation, or if it is not so shown on such records or is not readily ascertainable at the place in which the meetings of trustees are regularly held.

In case such notice is mailed, it shall be deposited in the United States mail in the place in which the principal office of the Corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered personally or telecopied as above provided, it shall be so delivered or telecopied at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, telecopying or delivering as above provided shall be due, legal and personal notice to such trustee.

**Section 4.09. Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given to absent trustees if the time and place be fixed at the meeting adjourned.

**Section 4.10. Waiver of Notice.** A trustee's attendance at or participation in a meeting waives any required notice to the trustee of the meeting unless the trustee at the beginning of the meeting, or promptly upon the trustee's arrival, objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice, and does not thereafter vote for or assent to action taken at the meeting. The transactions of any meeting of the Board of Trustees, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the trustees not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 4.11 Quorum.** A majority of the authorized number of trustees shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees, unless a greater number be required by law or by the Articles of Incorporation.

**Section 4.12. Adjournment.** A quorum of the trustees may adjourn any trustees' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the trustees present at any trustees' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular or special meeting of the board.

**Section 4.13. Fees and Compensation.** Trustees shall not receive any stated salary for their services as trustees, but, by resolution of the board, a fixed fee, with or without expenses of attendance, may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any trustee from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

**Section 4.14. Action Without Meeting.** Any action required or permitted to be taken by the Board of Trustees under any provision of the Utah Nonprofit Corporation and Cooperative Association Act and under these Bylaws may be taken without a

meeting if all of the trustees of the Corporation shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees. Such action by written consent shall have the same force and effect as the unanimous vote of such trustees.

**Section 4.15. Meeting by Telecommunication.** Members of the Board of Trustees, or any committee designated by the Board of Trustees, may participate in a meeting of the Board or committee by any means of communication by which all persons participating in the meeting can hear each other during the meeting, and participation in a meeting under this Section shall constitute presence in person at the meeting.

**Section 4.16. Conflict of Interest.** All Trustees agree to be governed by the conflict of interest policy set forth below:

- (a) For the purposes of this section, a related interest of a Trustee is defined as a spouse of such Trustee; a parent, child, grandchild, or sibling of the spouse of such Trustee; a child, grandchild, sibling or parent of such Trustee, all individuals related to any of the above by marriage; all individuals having the same home as such Trustee; a trust or estate of which any individual specified within this paragraph is a beneficiary; or any other entity owned or controlled by such Trustee or in which such Trustee is a director, trustee, or officer or has a financial interest or management responsibility.
- (b) Any person who has served as a member of the Board of Trustees cannot become an employee, officer, and/or agent of the Association for a period of three (3) years following his termination as Trustee of the Association unless the Board of Trustees by specific resolution so permits.
- (c) Each Trustee shall exercise his/her power and duties in good faith, in the best interest of and with utmost loyalty to the Association.
- (d) Each Trustee shall comply with all lawful provisions of the Association's governing documents and with all applicable federal and state laws and regulations.
- (e) For the purposes of this section, a conflict of interest arises whenever any Trustee, or related interest of a Trustee, as defined herein, does business with or attempts to do business with the Association, or influence Association or Member business decisions, for his gain, compensation, or the expectation of future compensation or gain of any kind.
- (f) If, in the course of serving as a Trustee, a conflict arises, the Trustee shall disclose to the Board in writing the material facts, including such Trustee's relationship or interest, as to any conflict of interest or potential conflict of interest of such Trustee. The disclosure shall be made a matter of record in the minutes of the next board meeting.
- (g) If, in the course of serving as a Trustee, a conflict arises, no Trustee, who has an actual or possible conflict of interest on any matter, shall use his influence or participate



in any Board discussions or votes on the matter. The minutes of the meeting where such actual or possible conflict is made known to the Board shall include the written disclosure, and shall indicate whether or not the Trustee left the room while the matter was debated and his abstention from voting.

(h) In any transaction where as a Trustee, a conflict of potential conflict of interest exists the Board shall in good faith disapprove, authorize, approve, or ratify the transaction by the affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees may constitute less than a quorum. The disinterested Board members taking such action shall ensure that any such transaction so authorized, approved, or ratified is consistent with the Articles of Incorporation or the Bylaws of the Association and is, in all respects, fair to the Association.

Section 4.17. Responsible Action. Any member of the Board of Trustees failing to pay their homeowners association fees when due, shall be considered to be on probation for the remainder of their term of office. Failure to pay their homeowners association fees when due while on probation, shall result in automatic termination as a member of the Board of Trustees. In this event, the vacancy shall be filled in accordance with Section 4.04 of these Bylaws.

## ARTICLE V

### OFFICERS

Section 5.01. Officers. The officers of the Corporation shall be a president, a vice-president, a secretary, and a treasurer. The Corporation may also have, at the discretion of the Board of Trustees, a board chairperson, one or more additional vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 5.03. One person may hold two or more offices, except those of president and secretary.

Section 5.02. Election. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 5.03 or Section 5.05, shall be chosen annually by the Board of Trustees, and each shall hold office until the officer shall die, resign or be removed or otherwise disqualified to serve, or the officer's successor shall be elected and qualified.

Section 5.03. Subordinate Officers. Etc. The Board of Trustees may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Trustees may from time to time determine.

**Section 5.04. Removal and Resignation.** Any officer may be removed, either with or without cause, by a majority of the trustees at the time in office, at any regular or special meeting of the board, or, except in case of an officer chosen by the Board of Trustees, by an officer upon whom such power of removal may be conferred by the Board of Trustees.

Any officer may resign at any time by giving written notice to the Board of Trustees or to the president, or to the secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.05. 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 Bylaws for regular appointments to such office.

**Section 5.06. Chairperson of the Board.** The chairperson of the board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Trustees, and exercise and perform such other powers and duties as may be from time to time assigned to the chairperson by the Board of Trustees or prescribed by the Bylaws.

**Section 5.07. President.** Subject to such supervisory powers, if any, as may be given by the Board of Trustees to the chairman of the board, if there be such an officer, the president shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Trustees, have general supervision, direction and control of the business and officers of the Corporation. The president shall preside at all meetings of the members and in the absence of the chairman of the board, or if there be none, at all meetings of the Board of Trustees. The president shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of the president of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Trustees or the Bylaws.

**Section 5.08. Vice-President.** In the absence or disability of the president, the vice-presidents in order of their rank as fixed by the Board of Trustees, or if not ranked, the vice-president designated by the Board of Trustees, 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 upon, the president. The vice-presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Trustees or the Bylaws.

**Section 5.09. Secretary.** The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Trustees may order, of all meetings of trustees and members, with the time and place of holding,

whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at trustees' meetings, the number of members present or represented at members' meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal office a register, showing the names of the members and their addresses.

The secretary shall give, or cause to be given, notice of all of the meetings of the members and of the Board of Trustees required by the Bylaws or by law to be given (provided, however, that in the event of the absence or disability of the secretary, such notice may be given by any other officer of the Corporation), and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the Bylaws.

**Section 5.10. Treasurer.** The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, and shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Trustees or, in the absence of such designation, as may be selected by the treasurer. He shall receive and keep account of all fees, monies and dues belonging to the Corporation. He shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, or the president or vice-president, shall make, sign and endorse in the name of the Corporation all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose of such under the direction of the Board of Trustees, the president and/or the vice-president, shall render to the president, vice-president and trustees, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the Bylaws.

## ARTICLE VI

### MISCELLANEOUS

**Section 6.01. Inspection of Corporate Records.** The books of account, the membership register, bylaws, and minutes of proceedings of the members and the Board of Trustees and of executive committees of trustees shall be open to inspection upon the written demand of any member at any reasonable time, and for a purpose reasonably related to the member's interest. Such inspection may be made in person or by agent or attorney, and shall include the right to make extracts. Demand of inspection shall be made in writing upon the president, secretary, or assistant secretary of the Corporation.

**Section 6.02. Checks, Drafts, Etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to

the Corporation, shall be signed or endorsed by the treasurer and/or by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Trustees.

Section 6.03. Contracts How Executed. The Board of Trustees, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 6.04. Inspection of Bylaws. The Corporation shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours.

## ARTICLE VII

### AMENDMENTS

Section 7.01. Power of Members. New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of members entitled to exercise a majority of the voting power of the Corporation or by the, written assent of such members, except as otherwise provided by law or by the Articles of Incorporation.

Section 7.02. Power of Trustees. Subject to the right of members as provided in Section 8.01 to adopt, amend or repeal Bylaws, Bylaws other than a Bylaw or amendment thereof changing the authorized number of trustees may be adopted, amended or repealed by the Board of Trustees.

CERTIFICATE OF ASSOCIATION OFFICER

I, the undersigned, do hereby certify:

- 1. That I am a duly elected officer of CENTENNIAL PARK PUD HOMEOWNERS ASSOCIATION, a Utah non-profit corporation; and
- 2. That the foregoing Bylaws, comprising thirteen (13) pages, constitute the current Bylaws of said corporation as duly adopted at the Annual Meeting of the Board of Trustees thereof, duly held on the 16th day of January, 2014.

Calvin  
Signature

CALVIN J. NOYCE - PRESIDENT  
Printed Name & Title

State of Utah        )  
                              §  
County of Salt Lake )

Subscribed and sworn to before me on this 1<sup>st</sup>  
day of December, in the year 2014 by

Amy Bjorge

