

FIRST AMENDMENT TO THE BYLAWS OF THE CROWN POINTE OWNERS,
ASSOCIATION, INC., A UTAH CORPORATION NOT-FOR-PROFIT.

This First Amendment to The Bylaws of The Crown Pointe Owners' Association, Inc. a Utah Corporation Not-For-Profit having been approved by the members of the Crown Pointe Owners' Association, Inc. ("Association") at a duly called and noticed meeting of the Association held on September 18, 2003 is dated this 18th day of September, 2003.

WHEREAS, it is the desire of the members of the Association to amend the Bylaws of the Association; and

WHEREAS, control of the Association is vested in the ~~Members of the~~ CROWN POINTE OWNERS ASSOC Association.

NOW THEREFORE, the members of the Association amend the Bylaws as follows:

1. Article III, Administration Section 3 Annual Meeting of Members, Section 4 Special Meetings of Members, Section 5 Notice of Meetings of Members are deleted and replaced by the following:

Section 3. Annual Meeting of Members The annual meeting of the members shall be held on a date named by the Board of Trustees and shall be on a date as near to the anniversary of the previous annual meeting as is practical. At each annual meeting there shall be elected, by ballot of the Members, a Board of Trustees in accordance with the requirements of Section 5 of Article IV of these Bylaws. The Board of Trustees shall be elected for a term of one (1) year beginning with the start of the fiscal year immediately following the annual meeting. Unless a member of the Board of Trustees resigns before the expiration of his/her term of office, each Trustee shall hold his/her office until his/her successor has been elected. The term of office of any Trustee elected to fill a vacancy created by the resignation of his/her successor shall be the balance of the unserved term of his/her predecessor. The members may also transact such other business of the Association as may properly come before them.

Section 4. Special Meeting of Members Special meetings of the Members may be called at any time by a majority of a Quorum of the Board of Trustees or upon a petition signed by five (5) Members having been presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of twenty-four (24) of those members, either in person or by proxy.

Section 5. Notice of Meeting of Members It shall be the duty of the Secret to mail a notice of each annual meeting or special meeting of Members stating the purpose thereof as well as the date, hour, and place where it is to be held to each Owner of record at least ten (10) days but not more than sixty (60) days prior to such meeting. The notice shall set forth time limits for speakers and nominating procedures for the meeting. The mailing of a notice, postage

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prepaid, in the manner provided in this section shall be considered notice served after said notice has been deposited in a regular depository of the United States mail. If no address has been provided to the Secretary, notice shall be deemed to have been given to a Member if posted in a conspicuous place on the Association property.

2. Article IV Board of Trustees Section 1 Number and Qualifications and Section 5. Election and Term of Office (first paragraph only) are deleted and replaced with the following:

Section 1. Numbers and Qualifications The property, business and affairs of the Association shall be governed and managed by a Board of Trustees composed of three (3) persons, each of whom must be an owner of a Lot in the properties. The Board of Trustees may increase, by resolution, the authorized number of members of the Board of Trustees; provided, however, that the Owners shall have the right to elect the new Board members. Trustees shall not receive any stated salary for their services as Trustees; provided however, that: 1) nothing herein contained shall be construed to preclude any Trustee from serving the Association in some other capacity and receiving compensation thereof; and Trustees may be reimbursed for actual expenses incurred in the performance of his/her duties.

Section 5. Election and Term of Office (first paragraph only). At the annual meeting of the Association new Trustees shall be elected, by secret ballot, by a majority of the Owners as provided in these Bylaws. In the event that an annual meeting is not held or the Board of Trustees is not elected thereat, the Board of Trustees may be elected at a special meeting of the Members held for that purpose. Each Trustee shall hold office until his/her successor has been elected or until his/her death, resignation removal or judicial adjudication of mental incompetence. Any person serving as a Trustee may be re-elected and there shall be no limitation on the number of terms which he/she shall serve. Each member may accumulate his/her votes for the election and removal of Trustees as provided in this Article IV. At any election of the Board of Trustees, each member may give one or more candidate for Trustee a number of votes equal to the share of the voting power as set forth in the Declaration, multiplied by the number of Trustees to be elected.

3. Article V. Officers. Section 1. Designation, Section 7. Secretary/Treasurer are deleted and replaced with the following. Section 8. Treasurer is added.

Section 1. Designation The principal officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Trustees. The Board of Trustees may appoint an Assistant Treasurer and an Assistant Secretary and such other officers as, in their judgment, may be necessary. Officers other than the President need not be Trustees

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Section 7. Secretary. The Secretary shall keep the minutes of all meetings of the Association at the principal office of the Association, or at such other place as the Board of Trustees may order. The Secretary shall keep the seal of the Association in safe custody and shall have charge of such books and papers as the Board of Trustees may direct; and the Secretary shall, in general,

perform all of the duties incident to the office of Secretary. The Secretary shall give, or cause to be given, notices of meetings of the Members of the Association and of the Board of Trustees required by these Bylaws or by the law to be given. The Secretary shall maintain a book of record of Owners, listing the names and addresses of the Owners as furnished to the Association and such books shall be changed only at such time as satisfactory evidence of a change of ownership of a Lot is presented to the Secretary. The Secretary shall perform such other duties as may be prescribed by the Board of Trustees.

Section 8. Treasurer. The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping or causing to be kept, full and accurate accounts, tax records, and business transactions of the Association, including accounts of all assets, liabilities, receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name of and to the credit of the Association in such depositories as may, from time to time, be designated by the Board of Trustees. The Treasurer shall co-sign all checks and promissory notes on behalf of the Association as may be ordered by the Board of Trustees, in accordance with the Declaration: shall render to the President of the Board of Trustees upon request, an account of all his transactions as Treasurer and of the financial condition of the Association and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or by these Bylaws.

4. Article VII. Amendments to Bylaws. Delete article and replace with the following:

Amendments to Bylaws. These Bylaws, the Articles of Incorporation and the Declaration, may be amended in a duly constituted meeting of the Members for such purpose. No amendment to the Bylaws shall take place unless approved by a majority of a quorum of the Members present, in person, or by proxy, at a duly constituted regular or special meeting of the Members. The prior written approval of each institutional holder of a first deed of trust or a lien of record made in good faith and for value on a Lot in the Properties must be secured before any material amendment to these Bylaws may take effect, and this sentence may not be amended without such prior written approval. The term "institutional holder" as used herein shall mean a mortgagee which is a bank or savings and loan association or established mortgage company or other entity chartered under federal or state laws, any corporation or insurance company. The Declaration, Articles of Incorporation, or Bylaws will not be amended in such a manner that the rights of any first mortgagee will be adversely affected.

5. Article VIII Mortgages. Section 1.Notice to the Association is deleted and replaced with the following:

Section 1. Notice to the Association An owner who mortgages his Lot shall notify the Association, through the Manager or Secretary of the Board of Trustees in the event there is no Manager, of the name and address of his mortgagee; and the Association shall maintain such information in the book entitled "Mortgagees of Lots." Any such Owner shall likewise notify the Association as to the release or discharge of any such mortgage.

6. Article XII Miscellaneous. Section 2. Inspection of Bylaws is deleted and replaced with the following:

Section 2. Inspection of Bylaws. The association shall keep in its office for the transaction of business, the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Owners and all first mortgagees at all reasonable times during business hours.

Witnesses:

CROWN POINTE OWNERS' ASSOCIATION, INC.

Darla B. Keller

DARLA B. KELLER

Sofie A. Hamilton

SOFIE A. HAMILTON

By: R.J. Houghtalen

R.J. HOUGHTALEN

Title: PRESIDENT

STATE OF UTAH
COUNTY OF WEBER

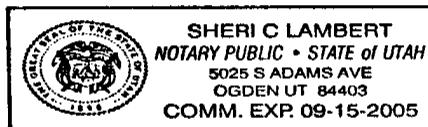
Robert J. Houghtalen being first duly sworn says that he is a Trustee and President of the Crown Pointe Owners' Association and has read said notice and knows the contents thereof and that the same is true of his own knowledge

R.J. Houghtalen

R.J. HOUGHTALEN

Subscribed and sworn before me this 25 day of Sept, 2003

Sheri C. Lambert



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