



Recorded at the Request of:
Brio Homeowners Association, Inc.

**Record against the Property
described in Exhibit A**

After Recording mail to:
JENKINS BAGLEY SPERRY, PLLC
Attn: Bruce C. Jenkins
285 W. Tabernacle, Ste. 301
St. George, UT 84770

FIRST AMENDMENT TO THE BYLAWS OF BRIO HOMEOWNERS ASSOCIATION

As more particularly stated herein, this First Amendment to the BYLAWS OF BRIO HOMEOWNERS ASSOCIATION (hereinafter "Amendment"), amends the following:

- (i) BYLAWS OF BRIO HOMEOWNERS ASSOCIATION recorded with the Washington County Recorder on 11 January 2016, as Doc. No. 20160000907; and
- (ii) any and all supplements or amendments to the Bylaws prior to the date of this Amendment, whether or not such were recorded in the records of the Washington County Recorder (the foregoing are collectively referred to herein as the "Bylaws").

This Amendment is undertaken pursuant to Article 6, Section 6.6(a) of the Bylaws which provides that the Bylaws may be unilaterally amended by the Declarant during the Declarant Control Period. This Amendment shall take effect upon the date it is recorded in the records of the Washington County Recorder (the "Amendment Date"). This Amendment is made effective as to all of the Property (known as "BRIO") which is subject to the Declaration, as set forth therein, and as also described in Exhibit A attached hereto and made a part hereof.

Article III, Section 3.3

The following amends, wholly replaces, and substitutes for Section 3.3 of Article III in the Bylaws—all other terms of the Bylaws and other governing documents that do not contradict the terms of this Amendment shall remain in full force and effect. In the event of a conflict between this Amendment and the Declaration, the Articles of Incorporation, the Bylaws, or the Rules and Regulations ("Governing Documents"), this Amendment shall control.

SECTION 3.3 OF ARTICLE III OF THE BYLAWS IS AMENDED AS FOLLOWS:

3.3. Nomination and Election of Directors. Except with respect to Directors appointed by the Declarant during the Declarant Control Period, nominations for election to the Board shall be

made by a nominating committee. The nominating committee shall consist of three or more Persons and a chairperson, who shall be a member of the Board. The remaining members of the nominating committee shall be Members, residents of Dwelling Units, or any officer, director, Partner or trust officer of a Member which is not a natural person.

The nominating committee shall be appointed by the Board no later than three (3) months before the election. The nominating committee shall nominate its slate of candidates for the Board no later than forty-five (45) days before the election shall be held.

Following the expiration of the Declarant Control Period, the Board shall consist of seven (7) Directors. The Board shall be elected at a meeting of the Members by any authorized and lawful procedure adopted by the Board, to serve as follows:

At the first annual Meeting of the Members follow the expiration of the Declarant Control Period, the Members shall elect three (3) Directors for terms of three (3) years, two (2) Directors for terms of two (2) years, and two (2) Directors for a term of one (1) year. The three (3) individuals elected with the highest number of votes will fill the three (3) year term period. The next two (2) individuals with the highest number of votes will fill the two (2) year term period. Finally, the individuals with the sixth and seventh highest number of votes will fill the one (1) year term period.

At each annual Meeting of the Members thereafter, the Members will vote to replace the respective Directors whose terms expired that year. All newly elected Directors will serve for a term of three (3) years and shall take office immediately. Only Members who are not in violation of the Declaration, these Bylaws, or Association rules and regulations shall be eligible to run for a position on the Board.

In an election of multiple Directors, that number of candidates equaling the number of Directors to be elected having the highest number of votes cast in favor of their election, are elected to the Board. When only one (1) Director position is being voted upon, the candidate having the highest number of votes cast in his or her favor is elected to the Board. The election of Directors is not subject to the Quorum of Section 2.9.

IN WITNESS WHEREOF, the undersigned has executed this Amendment on this
7 day of JUNE, 2023.

RREF II-JFH BRILLO, LLC.,
a Delaware limited liability company
By: RREF II-JFH BRILLO MEMBER, LLC,
a Delaware limited liability company
Its: Manager

By: RIALTO REAL ESTATE FUND II, LP,
a Delaware limited partnership

Its: Sole Member
RIALTO PARTNERS GP II, LLC,
a Delaware limited liability company

Its: General Partner
By: [Signature]
Senior Officer: SVP
Title: WILL STOUT

(20)
CALIFORNIA
STATE OF ~~UTAH~~)
: ss.
County of San Diego)

On the 7 day of JUNE, 2023, personally appeared before me
WILL STOUT who being by me duly sworn, did say that he/she is the General
Partner of Rialto Partners GP II, LLC, the Sole Member of Rialto Real Estate Fund II, LP, the
Manager of RREF II-JFH BRILLO MEMBER, LLC, and a Project Manager and Authorized
Agent of RREF II-JFH BRILLO, LLC, a Delaware limited liability company, the authorized
individual empowered to sign this Amendment and that the Amendment was signed on behalf of
said Association and said person acknowledged to me that said Association authorized the
execution of the same.



[Signature]
Notary Public

Exhibit A
(Legal Description)

The following real property located in Washington County, State of Utah:

All of Lots 1 through 72, and all Common Areas, Brio Phase 1A Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-1A-OPEN through W-BRIO-1A-72

All of Lots 73 through 93, and all Common Areas, Brio Phase 1B Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-1B-73-A through W-BRIO-1B-93

All of Lots 94 through 102, and all Common Areas, Brio Phase 1C Subdivision -Amended, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-1C-94 through W-BRIO-1C-102

All of Lots 201 through 224 and 226 through 237, and all Common Areas, Brio Phase 2A Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-2A-201 through W-BRIO-2A-224

PARCEL: W-BRIO-2A-226 through W-BRIO-2A-237

All of Lots 238 through 264, and all Common Areas, Brio Phase 2B Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-2B-238 through W-BRIO-2B-264

All of Lots 265 through 288, and all Common Areas, Brio Phase 2C Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-2C-265 through W-BRIO-2C-288A

All of Lots 301 through 323, and all Common Areas, Brio Phase 3A Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-3A-301 through W-BRIO-3A-323

All of Lots 324 through 344 and 359 through 370, and all Common Areas, Brio Phase 3B Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-3B-324 through W-BRIO-3B-344

PARCEL: W-BRIO-3B-359 through W-BRIO-3B-370

All of Lots 345 through 358 and 371 through 380, and all Common Areas, Brio Phase 3C Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-3C-345 through W-BRIO-3C-358

PARCEL: W-BRIO-3C-371 through W-BRIO-3C-380

All of Lots 381 through 408, and all Common Areas, Brio Phase 3D Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-3D-381 through W-BRIO-3D-408

All of Lots 409, 410, 411-A, 411-B, 412 through 417, 430 through 433, and 1001 through 1016, and all Common Areas, Brio Phase 3E Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-3E-409 through W-BRIO-3E-417

PARCEL: W-BRIO-3E-430 through W-BRIO-3E-433

PARCEL: W-BRIO-3E-1001 through W-BRIO-3E-1016

All of Lots 418 through 429, and all Common Areas, Brio Phase 3F Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-3F-418 through W-BRIO-3F-429

All Lots 1017 through 1027, and all Common Areas, Brio Phase 3G Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-3G-1017 through W-BRIO-3G-1027

All of Lots 450 through 473, and all Common Areas, Brio Phase 4A Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-4A-450 through W-BRIO-4A-473

All of Lots 474 through 497, and all Common Areas, Brio Phase 4B Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-4B-474 through W-BRIO-4B-497

All of Lots 515 through 532, and all Common Areas, Brio Phase 4C Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-4C-515 through W-BRIO-4C-532

All of Lots 498 through 514, and all Common Areas, Brio Phase 4D Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-4D-498 through W-BRIO-4D-514

All of Lots 533-A through 565, and all Common Areas, Brio Phase 4E Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-4E-533-A through W-BRIO-4E-565

All of Lots 585 through 613, and all Common Areas, Brio Phase 5A Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL W-BRIO-5A-585 through W-BRIO-5A-613

All of Lots 560 through 584, and all Common Areas, Brio Phase 5B Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-5B-560 through W-BRIO-5B-584

All of Lots 682 through 710, and all Common Areas, Brio Phase 5D Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-5D-682 through PARCEL: W-BRIO-5D-710

All of Lots 630 through 674, and all Common Areas, Brio Phase 6A Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-6A-630 through W-BRIO-6A-647

All of Lots 648 through 678, and all Common Areas, Brio Phase 6B Subdivision, as the same are described on the Official Plat thereof, on file in the office of the Washington County Recorder.

PARCEL: W-BRIO-6B-648 through W-BRIO-6B-678