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WASATCH COUNTY CORPORATION
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BYLAWS
OF
TUHAYE HOME OWNERS ASSOCIATION,
a Utah nonprofit corporation

2003

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BYLAWS
OF
TUHAYE HOME OWNERS ASSOCIATION

ARTICLE 1. OFFICES

Section 1.1. Business Offices. The principal office of Tuhaye Home Owners Association, a Utah nonprofit corporation (the "Corporation") shall be located at 340 Main Street, Suite 203, Park City, Utah 84060 or such other location as may be determined by the Board of Directors of the Corporation, from time to time, within the State of Utah. The Corporation shall maintain at its principal office a copy of those records specified in Section 2.14 of Article 2 of these Bylaws.

Section 1.2. Registered Office. The registered office of the Corporation required by the Utah Revised Nonprofit Corporation Act (the "Act") shall be located within the State of Utah. The address of the registered office may be changed from time to time.

ARTICLE 2. MEMBERS

Section 2.1. Annual Member Meeting. An annual meeting of the members shall be held each year on the date, at the time, and at the place, fixed by the Board of Directors, for the purpose of the transaction of such other business as may come before the meeting.

Section 2.2. Special Member Meetings. Special meetings of the members may be called, for any purposes described in the notice of the meeting, by the Board of Directors and shall be called by the Chairman of the Board at the request of a majority of the members of the Corporation.

Section 2.3. Place of Member Meetings. The Board of Directors may designate any place, either within or outside the State of Utah, as the place for any annual meeting of the members. If no designation is made regarding the place of the meeting, the meeting shall be held at the principal office of the Corporation.

Section 2.4. Notice of Member Meeting.

(a) Required Notice. Written notice stating the place, day, and hour of any annual or special member meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the person or group calling the meeting, to each member of record, and to any other member entitled

by the Act or the Corporation's Articles of Incorporation to receive notice of the meeting. Notice shall be deemed to be effective when mailed.

(b) Notice Not Required. If three (3) successive notices mailed to a member, addressed to a member at the member's address as shown on the records of the Corporation, have been returned as undeliverable, further notices to that member are not necessary until another address of the member is made known to the Corporation.

(c) Adjourned Meeting. If any member meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment. However, if after the adjournment a new record date for the adjourned meeting is or must be fixed (see Section 2.5 of these Bylaws), then notice must be given pursuant to the requirements of paragraph (a) of this Section 2.4 to members of record who are entitled to vote at the meeting.

(d) Contents of Notice. Notice of any special meeting of the members shall include a description of the purpose or purposes for which the meeting is called. Except as provided in this paragraph (d) of Section 2.4, in the Articles of Incorporation, or in the Act, notice of an annual meeting of the members need not include a description of the purpose or purposes for which the meeting is called.

(e) Waiver of Notice of Meeting. Any member may waive notice of a meeting by a writing signed by the Member which is delivered to the Corporation (either before or after the date and time stated in the notice as the date or time when any action will occur or has occurred) for inclusion in the minutes or filing with the Corporation's records.

(f) Effect of Attendance at Meeting. A member's attendance at a meeting:

(1) Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 2.5. Members of Record. Upon purchasing a Lot, as hereinafter defined, in the residential development known as Tuhaye located in Wasatch County, Utah (such residential property is hereinafter collectively referred to as the "Property"), the owner shall promptly furnish to the Corporation a copy of the recorded instrument by which ownership of such Lot has been vested in such owner, which copy shall be maintained in the records of the Corporation. The term "Lot" shall have the meaning as defined in that Declaration, as defined Section 12.2 of this Bylaws. The purpose of determining members entitled to notice of or to vote at any meeting of the members, or any adjournment thereof, the Board of Directors may fix in

advance a date as the record date. Such record date shall not be more than seventy (70) days prior to the date on which the particular action, requiring such determination of the members, is to be taken. If no record date is so fixed by the Board of Directors, the record date shall be at the close of business on the following dates:

- (a) Annual and Special Meetings. With respect to an annual meeting of the members or any special meeting of the members called by the Chairman of the Board, the Board of Directors or the member(s) authorized by these Bylaws to request a meeting, the close of business of the day before the first notice is delivered to members.
- (b) Meeting Demanded by Members. With respect to a special member meeting demanded by the members pursuant to the Act, the earliest date of any of the demands pursuant to which the meeting is called, or sixty (60) days prior to the date the first of the written demands is received by the Corporation, whichever is later.
- (c) Action Without a Meeting. With respect to actions taken in writing without a meeting (pursuant to Section 2.11 of these Bylaws), the date the first member delivers to the Corporation a signed written consent upon which the action is taken.

When a determination of the members entitled to vote at any meeting of the members has been made as provided in this Section, such determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

Section 2.6. Member List. The Secretary shall make a complete record of the members, arranged in alphabetical order, with the address of each member. The member list must be available for inspection by any member, beginning on the earlier of ten (10) days before the meeting for which the list was prepared or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournments. The list shall be available at the Corporation's principal office or at a place identified in the notice of the meeting in the city where the meeting is to be held. A member, his or her agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Section 2.14 of these Bylaws, to inspect and copy the list during regular business hours and during the period it is available for inspection. The Corporation shall maintain the member list in written form or in another form capable of conversion into written form within a reasonable time.

Section 2.7. Voting Requirements.

- (a) Approval of Actions. Action on a matter is approved if a majority of the votes cast favor the action, unless the Articles of Incorporation, a Bylaw adopted by the members pursuant to the Act, or the Act requires a greater number of affirmative votes.

(b) Effect of Representation. Once a member is represented for any purpose at a meeting, the member is deemed present for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting.

Section 2.8. Proxies. At all meetings of the members, a member may vote in person or by a proxy executed in any lawful manner. Such proxy shall be filed with the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Section 2.9. Votes per Member. With respect to each matter, including the election of Directors, submitted to the vote of the members, each member entitled to vote at the meeting shall have the right to cast, in person or by proxy, the number of votes appertaining to the Lot or Lots owned by such member.

Section 2.10. Corporation's Acceptance of Votes.

(a) Corresponding Name. If the name signed on a vote, consent, waiver, proxy appointment, or proxy appointment revocation corresponds to the name of a member, the Corporation, if acting in good faith, is entitled to accept the vote, consent, waiver, proxy appointment, or proxy appointment revocation and give it effect as the act of the member.

(b) Name does not Correspond. If the name signed on a vote, consent, waiver, proxy appointment, or proxy appointment revocation does not correspond to the name of a member, the Corporation, if acting in good faith, is nevertheless entitled to accept the vote, consent, waiver, proxy appointment, or proxy appointment revocation and give it effect as the act of the member if:

(1) The member is an entity as defined in the Utah Revised Nonprofit Corporation Act and the name signed purports to be that of an officer or agent of the entity;

(2) the name signed purports to be that of an administrator, executor, guardian, or conservator representing the member and, if the Corporation requests, evidence of fiduciary status acceptable to the Corporation has been presented with respect to the vote, consent, waiver, proxy appointment, or proxy appointment revocation;

(3) the name signed purports to be that of a receiver or trustee in bankruptcy of the member and, if the Corporation requests, evidence of this status acceptable to the Corporation has been presented with respect to the vote, consent, waiver, proxy appointment, or proxy appointment revocation;

(4) the name signed purports to be that of a pledgee, beneficial owner, or attorney-in-fact of the member and, if the Corporation requests, evidence acceptable to the Corporation of the signatory's authority to sign for the member has been presented with respect to the vote, consent, waiver, proxy appointment, or proxy appointment revocation;

(5) two or more persons are the member as cotenants or fiduciaries and the name signed purports to be the name of at least one of the cotenants or fiduciaries and the person signing appears to be acting on behalf of all the cotenants or fiduciaries; or

(6) the acceptance of the vote, consent, waiver, proxy appointment, or proxy appointment revocation is otherwise proper under rules established by the Corporation that are not inconsistent with the provisions of this Section 2.10.

(c) Membership in Name of Two or More Persons. If membership stands of record in the names of two or more persons, or if two or more persons have the same fiduciary relationship respecting the same votes, unless the Secretary is given written notice to the contrary and furnished with a copy of the instrument creating the relationship, their acts with respect to voting shall have the following effect:

(1) The vote shall be cast as one vote only; and

(2) in the event that the persons are unable to agree among themselves as to how their vote or votes should be cast, they shall lose their right to vote on the matter in question.

(d) Rejection. The Corporation is entitled to reject a vote, consent, waiver, proxy appointment, or proxy appointment revocation if the Secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.

(e) No Liability. The Corporation and its officer or agent who accepts or rejects a vote, consent, waiver, proxy appointment, or proxy appointment revocation in good faith and in accordance with the standards of this Section 2.10 are not liable in damages to the member for the consequences of the acceptance or rejection.

(f) Validity. Corporate action based on the acceptance or rejection of a vote, consent, waiver, proxy appointment, or proxy appointment revocation under this Section 2.10 is valid unless a court of competent jurisdiction determines otherwise.

Section 2.11. Informal Action by Members.

(a) Written Consent. Unless otherwise provided in the Articles of Incorporation, any action which may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if one or more consents in writing, setting forth the action so taken, are signed by members having not less than the minimum voting power necessary to authorize or take the action at a meeting at which all members entitled to vote thereon were present and voted.

(b) Notice Requirements. Unless written consents of all members entitled to vote have been obtained, the Corporation shall give notice of any member approval without a meeting at least ten (10) days before the consummation of the action authorized by the approval to:

- (1) Those members entitled to vote who have not consented in writing;
and
- (2) those members not entitled to vote and to whom the Utah Revised Nonprofit Corporation Act requires notice be given.

Such notice shall contain or be accompanied by the same material that would have been required if a formal meeting had been called to consider the action.

(c) Revocation. Any member giving a written consent, or the members' proxyholder or a personal representative of the member or their respective proxyholder, may revoke the consent by a signed writing describing the action and stating that the member's prior consent is revoked, if the writing is received by the Corporation prior to the effectiveness of the action.

(d) Effective Date. If the Corporation has received written consents signed by all members entitled to vote with respect to the action, the effective date of the action may be any date that is specified in all the written consents as the effective date of the action. The writing may be received by the Corporation by electronically transmitted facsimile or other form of communication providing the Corporation with a complete copy thereof, including a copy of the signature.

(e) Election of Directors. Notwithstanding paragraph (a) of this Section 2.11, in the event the members are entitled to vote for the election of directors under Section 3.11, below, directors may not be elected by written consent except by unanimous written consent of all members entitled to vote for the election of directors.

(f) Effect of Action Without a Meeting. Action taken under this Section 2.11 has the same effect as action taken at a meeting of members and may be so described in any document.

Section 2.12. Waiver of Notice. A member may waive any notice required by the Utah Revised Nonprofit Corporation Act, the Corporation's Articles of Incorporation or these Bylaws, whether before or after the date or time stated in the notice as the date or time when any action will occur or has occurred. Such a waiver must be in a writing signed by the member and must be delivered to the Corporation for inclusion in the minutes of the relevant meeting of the members or in the Corporation's records.

Section 2.13. Voting for Directors. In the event the members are entitled to vote under Section 3.11, below, each member shall have the right to vote, in person or by proxy, for as many persons as there are directors to be elected. Cumulative voting is not authorized.

Section 2.14. Rights of Members to Inspect Corporate Records.

(a) Minutes and Accounting Records. The Corporation shall keep, as permanent records, minutes of all meetings of its members and Board of Directors, a record of all actions taken by its members or Board of Directors without a meeting, a record of all actions taken on behalf of the Corporation by a committee of the Board of Directors in place of the Board of Directors, and a record of all waivers of notices of meetings of its members, meetings of the Board of Directors, or any meetings of committees of the Board of Directors. The Corporation shall maintain appropriate accounting records.

(b) Absolute Inspection Rights. If a member gives the Corporation written notice of the member's demand at least five (5) business days before the date on which the member wishes to inspect and copy, a member (or the member's agent or attorney) has the right to inspect and copy, during regular business hours, any of the following records, all of which the Corporation is required to keep at its principal office:

- (1) The Corporation's Articles of Incorporation currently in effect;
- (2) the Corporation's Bylaws currently in effect;
- (3) resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- (4) the minutes of all members' meetings, and records of all action taken by members without a meeting, for the past three years;
- (5) all written communications within the past three years to members generally as members;
- (6) a list of the names and business or home addresses of the Corporation's current officers and directors;

(7) the Corporation's most recent annual report delivered to the State of Utah Department of Commerce Division of Corporations and Commercial Code (the "Division"); and

(8) all financial statements prepared for periods ending during the last three years that a member could request pursuant to the Utah Revised Nonprofit Corporation Act.

(c) Conditional Inspection Rights. If a member gives the Corporation a written demand made in good faith and for a proper purpose at least five business days before the date on which the member wishes to inspect and copy, the member describes with reasonable particularity the member's purpose and the records the member desires to inspect, and the records are directly connected with the member's purpose, the member (or the member's agent or attorney) is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the other records of the Corporation.

(d) Copy Costs. The right to copy records includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means. The Corporation may impose a reasonable charge, payable in advance, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production or reproduction of the records.

(e) Member Includes Beneficial Owner. For purposes of this Section 2.14, the term "member" shall include a beneficial owner whose shares are held in a voting trust and any other beneficial owner who establishes beneficial ownership.

Section 2.15. Furnishing Financial Statements to a Member. Upon the written request of any member, the Corporation shall mail to the member its most recent annual financial statements, if any, showing in reasonable detail its assets and liabilities and the results of its operations.

ARTICLE 3. BOARD OF DIRECTORS

Section 3.1. General Powers. The property, affairs, and business of the Corporation shall be managed by its Board of Directors. The Board of Directors may exercise all of the powers of the Corporation, whether derived from law or the Articles of Incorporation, except such powers as are by law, by the Articles of Incorporation or by these Bylaws vested solely in the members. It shall be the responsibility of the Board of Directors to:

(a) 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 one-half (1/2) of the members who are entitled to vote;

(b) supervise all officers, agents, independent contractors and employees of the Corporation, and to see that their duties are properly performed;

(c) with respect to annual and special assessments, to:

(i) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(ii) fix the amount of each special assessment against each Lot at least sixty (60) days in advance of such special assessment;

(iii) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period and at least sixty (60) days in advance of each special assessment; and

(iv) foreclose the lien against any Lot for which assessments are not paid within ninety (90) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or 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 of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Corporation;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause common areas to be maintained; and

(h) adopt and publish rules and regulations governing the use of common areas, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

Section 3.2. Number, Tenure and Qualifications of Directors.

(a) Number. The number of directors of the Corporation shall be three (3).

(b) Tenure. The initial Board of Directors of the Corporation shall serve for a period of ten (10) years. At the next annual meeting of the members held prior to the date of the expiration of original ten (10) year term of the initial Board of Directors, the members shall elect three (3) Directors to serve as follows commencing on the date of the expiration of the initial 10-

year term of the initial Board of Directors: One Director shall be elected to serve for a term of three (3) years; one Director shall be elected to serve for a term of two (2) years; and one Director shall be elected to serve for a term of term of one (1) year. At each annual meeting thereafter, the members shall elect for three (3) year terms the appropriate number of Directors to fill vacancies created by expiring terms of Directors. Directors do not have to be members of the Corporation.

(c) Qualifications. Directors shall be natural persons twenty one (21) years of age or older.

Section 3.3. Regular Meetings of the Board of Directors. The Board of Directors may provide, by resolution, the time and place, either within or outside the State of Utah, for the holding of regular meetings, which shall be held without other notice than such resolution.

Section 3.4. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the chairman of the board or any director, who may fix any place, either within or outside the State of Utah, as the place for holding the meeting.

Section 3.5. Notice and Waiver of Notice of Special Director Meetings.

(a) Notice. Unless the Articles of Incorporation provide for a longer or shorter period, special meetings of the Board of Directors must be preceded by at least two (2) days notice of the date, time, and place of the meeting. Notice may be communicated in person, by telephone, by any form of electronic communication, or by mail or private carrier.

(b) Effective Date. Notice of any meeting of the Board of Directors shall be deemed to be effective at the earliest of the following: (1) When it is received; (2) five (5) days after it is mailed; or (3) the date shown on the return receipt if it is sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director.

(c) Waiver of Notice. A director may waive notice of any meeting. Except as provided in this Section 3.5, the waiver must be in writing and signed by the director entitled to the notice. The waiver shall be delivered to the Corporation for filing with the corporate records, but delivery and filing are not conditions to its effectiveness.

(d) Effect of Attendance. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting, or promptly upon arrival, the director 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.

Section 3.6. Quorum of Directors. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless the Corporation's Articles of Incorporation require a greater number.

Section 3.7. Manner of Acting.

(a) Action by Majority. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board of Directors, unless the Corporation's Articles of Incorporation or the Utah Revised Nonprofit Corporation Act requires the vote of a greater number of directors.

(b) Telephonic Meetings. Unless the Articles of Incorporation provide otherwise, any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

(c) Effect of Presence at Meeting. A director who is present at a meeting of the Board of Directors when corporate action is taken is considered to have assented to the action taken, unless:

(1) The director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting business at the meeting;

(2) the director contemporaneously requests his or her dissent or abstention as to any specific action to be entered into the minutes of the meeting; or

(3) the director causes written notice of a dissent or abstention as to any specific action to be received by the presiding officer of the meeting before its adjournment or by the Corporation promptly after adjournment of the meeting.

(d) Right of Dissent or Abstention. The right of dissent or abstention as to a specific action is not available to a director who votes in favor of the action taken.

Section 3.8. Director Action By Written Consent. Unless the Articles of Incorporation or the Utah Revised Nonprofit Corporation Act provide otherwise, any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if each and every member of the Board of Directors in writing either votes for the action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken by written consent at the time the last director signs a writing describing the action taken, unless, prior to that time, any director has revoked a consent by a writing signed by the director and received by the Secretary. Action taken by written consent is effective when the last director signs the consent, unless the Board of Directors establishes a

different effective date. Action taken by written consent has the same effect as action taken at a meeting of directors and may be described as such in any document.

Section 3.9. Resignation of Directors. A director may resign at any time by giving a written notice of resignation to the Corporation. A resignation of a director is effective when the notice is received by the Corporation unless the notice specifies a later effective date. A director who resigns may deliver a statement of his or her resignation pursuant to the Utah Revised Nonprofit Corporation Act to the Division for filing.

Section 3.10. Removal of Directors. A majority of the Board of Directors may remove one or more directors for cause at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal.

Section 3.11. Board of Director Vacancies.

(a) Vacancies. If a vacancy occurs on the Board of Directors:

(1) If the vacancy occurs by reason of the death or resignation of a Director, or if a vacancy occurs by reason of an increase in the authorized number of Directors, the Board of Directors shall fill the vacancy;

(2) if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office;

(3) if vacancies occur in the Board of Directors by reason of the removal of a Director, the vacancy shall be filled by the members at the meeting at which such Director is removed;

(4) any Director elected or appointed hereunder to fill a vacancy shall serve for the unexpired term of his or her predecessors, or for the term of the newly appointed director; and

(5) if at any time there are no directors remaining in office, then the members may fill the vacancy.

(b) Election of Director Prior to Vacancy. A vacancy that will occur at a specific later date, because of a resignation effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.12. Director Compensation. No Director shall receive compensation for any services that he or she may render to the Corporation as a Director; provided, however, that Directors may be reimbursed for expenses incurred in performance of their duties as Directors and, except as otherwise provided in these Bylaws, may be compensated for services rendered to the Corporation other than in their capacity as Directors.

Section 3.13. Director Committees. Committees of the Board of Directors may be established in accordance with Article 4 of these Bylaws.

Section 3.14. Director's Rights to Inspect Corporate Records.

(a) Absolute Inspection Rights. If a director gives the Corporation written notice of the director's demand at least five (5) business days before the date on which the director wishes to inspect and copy, the director (or the director's agent or attorney) has the right to inspect and copy, during regular business hours, any of the following records, all of which the Corporation is required to keep at its principal office:

- (1) The Corporation's Articles of Incorporation currently in effect;
- (2) the Corporation's Bylaws currently in effect;
- (3) resolutions adopted by the Board relating to the characteristics, qualifications, rights, limitations and obligations of members of any class or category of members;
- (4) the minutes of all members' meetings, and records of all action taken by members without a meeting, for the past three years;
- (5) all written communications within the past three years to members generally as members;
- (6) a list of the names and business or home addresses of the Corporation's current officers and directors;
- (7) the Corporation's most recent annual report delivered to the Division; and
- (8) all financial statements prepared for periods ending during the last three years that a member could request.

(b) Conditional Inspection Rights. In addition, if a director gives the Corporation a written demand made in good faith and for a proper purpose at least five business days before the date on which the director wishes to inspect and copy, the director describes with reasonable particularity the director's purpose and the records the director desires to inspect, and the records are directly connected with the director's purpose, the director (or the director's agent or attorney) is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any other records of the Corporation.

(d) Copy Costs. The right to copy records includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means. The Corporation may

impose a reasonable charge, payable in advance, covering the costs of labor and material, for copies of any documents provided to the director. The charge may not exceed the estimated cost of production or reproduction of the records.

Section 3.15. General Standards of Conduct for Directors. The standards of conduct for the directors of the Corporation shall be as follows:

(a) Each director shall discharge his or her duties as a director, including duties as a member of a committee, (i) in good faith, and (ii) in a manner the director reasonably believes to be in the best interests of the Corporation. The Board of Directors and members of the Corporation understand that the members of the Board of Directors may have other business interests, activities and responsibilities that take a substantial portion of their time and attention. Accordingly, the members of the Board of Directors are required to devote to the business of the Corporation in fulfillment of their respective responsibilities as a director of the Corporation and/or an officer of the Corporation, as the case may be, only the time and attention that they shall unilaterally deem necessary in order to fulfill their responsibilities as a director and/or officer.

(b) A director is not liable for any action taken, or any failure to take any action as a director, if the duties of the director have been performed in compliance with this Section 3.15.

(c) The standards of conduct set forth in this Section 3.15, or any breach of such standards, shall not affect the right or power of the Corporation to indemnify any individual pursuant to Article 6 of these Bylaws.

ARTICLE 4. EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 4.1. Creation of Committees. Unless the Articles of Incorporation provide otherwise, the Board of Directors may create an Executive Committee and such other committees as it may deem appropriate and appoint members of the Board of Directors to serve on such committees. Each committee must have two (2) or more members.

Section 4.2. Approval of Committees and Members. The creation of a committee and appointment of members to it must be approved by the greater of:

- (1) A majority of all the directors in office when the action is taken; or
- (2) the number of directors required by the Articles of Incorporation to take such action, or if not specified in the Articles of Incorporation, the number required by Section 3.7 of these Bylaws to take action.

Section 4.3. Required Procedures. Sections 3.4 through 3.10 of these Bylaws, which govern procedures applicable to the Board of Directors, also apply to committees and their members.

Section 4.4. Authority. Unless limited by the Articles of Incorporation or the Utah Revised Nonprofit Corporation Act, each committee may exercise those aspects of the authority of the Board of Directors which the Board of Directors confers upon such committee in the resolution creating the committee.

Section 4.5. Authority of Executive Committee. The Executive Committee shall have and may exercise all powers of the Board of Directors with respect to the management of the business and affairs of the Corporation during the intervals between the meetings of the Board of Directors. Provided, however, the Executive Committee shall not have the power to fill vacancies on the Board of Directors or to amend these Bylaws.

Section 4.6. Compensation. No member of a committee shall receive compensation for services rendered to the Corporation as a committee member; provided, however, that committee members may be reimbursed for expenses incurred in performance of their duties as committee members and, except as otherwise provided in these Bylaws, may be compensated for services rendered to the Corporation other than in their capacity as a member of a committee.

ARTICLE 5. OFFICERS

Section 5.1. Officers. The officers of the Corporation shall be a President and a Secretary, each of whom shall be appointed by the Board of Directors. The Board of Directors may appoint, but shall not be required to appoint, a Treasurer and a Vice President. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors. If specifically authorized by the Board of Directors, an officer may appoint one or more officers or assistant officers. The same individual may simultaneously hold more than one office in the Corporation. Officers are not required to be members of the Corporation.

Section 5.2. Appointment and Term of Office. The officers of the Corporation shall be appointed by the Board of Directors for such term as is determined by the Board of Directors. If no term is specified, each officer shall hold office until the officer resigns, dies, is removed in the manner provided in Section 5.4 of these Bylaws, or until the first meeting of the directors held after the next annual meeting of the members. If the appointment of officers shall not be made at such meeting, such appointment shall be made as soon thereafter as is convenient. If a vacancy shall occur in any office, or if a new office shall be created, the Board of Directors may appoint an officer or officers to fill such a vacancy or new office, and such appointment shall be for the term determined by the Board of Directors. Each officer shall hold office until his or her successor shall have been duly appointed.

The designation of a specified term does not grant to the officer any contract rights, and the Board of Directors may remove the officer at any time prior to the end of such term.

Section 5.3. Resignation of Officers. Any officer may resign at any time by giving written notice of resignation to the Corporation.

Section 5.4. Removal of Officers. Any officer or agent may be removed by the Board of Directors at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

Section 5.5. President. The President shall (i) be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the Corporation, (ii) preside at all meetings of the members and the Board of Directors, and (iii) sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, certificates for stock of the Corporation, the issuance of which shall have been authorized by a resolution of the Board of Directors, and deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.6. Vice President. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President shall perform 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. If there is no Vice President, then the Treasurer shall perform such duties of the President. The Vice President may sign, with the Secretary or an Assistant Secretary, certificates for stock of the Corporation the issuance of which have been authorized by resolution of the Board of Directors, and deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 5.7. Secretary. The Secretary shall:

- (a) Keep the minutes of the proceedings of the members and of the Board of Directors and the other records and information of the Corporation required to be kept, in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records and of any seal of the Corporation;
- (d) when requested or required, authenticate any records of the Corporation;

(e) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and

(f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 5.8. Treasurer. The Treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Corporation;

(b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and

(c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 5.9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries, when authorized by the Board of Directors, may sign, with the President or the Vice President, certificates for stock of the Corporation, the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 5.10. Salaries. No officer shall receive compensation for any services rendered to the Corporation; provided, however, that officers may be reimbursed for expenses incurred in performance of their duties as officers and, except as otherwise provided in these Bylaws, may be compensated for services rendered to the Corporation other than in their capacity as an officer.

Section 5.11. General Standards of Conduct for Officers. The standards of conduct for the officers of the Corporation shall be as follows:

(a) Each officer with discretionary authority shall discharge his or her duties under that authority (i) in good faith, and (ii) in a manner the officer reasonably believes to be in the best interests of the Corporation.

(b) An officer is not liable for any action taken, or any failure to take any action as an officer if the duties of the office have been performed in compliance with this Section 5.11.

(c) The standards of conduct set forth in this Section 5.11, or any breach of such standards, shall not affect the right or power of the Corporation to indemnify any individual pursuant to Article 6 of these Bylaws.

ARTICLE 6. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, FIDUCIARIES, AND AGENTS

Section 6.1. Limitation of Liability of Directors and Officers. The personal liability of the directors and officers of the Corporation to the Corporation or its members, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Utah law. No director or officer of the Corporation shall have any personal liability for any injury to person or property unless such officer or director is convicted of the commission of a criminal act in connection with any such injury.

Section 6.2. Indemnification of Directors and Officers. The Corporation shall indemnify, defend and hold harmless its directors, officers, employees, fiduciaries or agents and to any person who is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, fiduciary or agent of another domestic or foreign corporation or other person or of an employee benefit plan (and their respective estates or personal representatives) to the fullest extent as from time to time permitted by Utah law.

Section 6.3. Effect of Repeal or Modification of Article VI. Any repeal or modification of this Article VI by the members of the Corporation shall not adversely affect any right or protection of any person existing at the time of such repeal or modification.

Section 6.4. Insurance. The Corporation may purchase and maintain liability insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the Corporation, or who, while serving as a director, officer, employee, fiduciary, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of another foreign or domestic corporation or other person, or of an employee benefit plan, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, fiduciary, or agent, whether or not the Corporation would have power to indemnify him or her against the same liability under Sections 16-6a-902, 16-6a-903, or 16-6a-907 of the Utah Revised Nonprofit Corporation Act. Insurance may be procured from any insurance company designated by the Board of Directors, whether the insurance company is formed under the laws of the State of Utah or any other jurisdiction of the United States

or elsewhere, including any insurance company in which the Corporation has an equity or any other interest through stock ownership or otherwise.

ARTICLE 7. EXECUTION OF INSTRUMENTS, BORROWING OF MONEY AND DEPOSIT OF CORPORATE FUNDS

Section 7.1. Execution of Instruments. Subject to any limitation contained in the Utah Revised Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, and subject to any limitations that may be imposed by the Board of Directors, the President, in the name and on behalf of the Corporation, may execute and deliver any contract or other instrument. Subject to any limitation contained in the Utah Revised Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, the Board of Directors may authorize any other officer or agent to execute and deliver any contract or other instrument in the name and on behalf of the Corporation; any such authorization may be general or confined to specific instances.

Section 7.2. Loans. No loan or advance shall be contracted on behalf of the Corporation, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the Corporation shall be mortgaged, pledged, hypothecated, transferred, or conveyed as security for the payment of any loan, advance, indebtedness, or liability of the Corporation, unless and except as authorized by the Board of Directors. Any such authorization may be general or confined to specific instances.

Section 7.3. Deposits. All monies of the Corporation not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select, or as from time to time may be selected by any officer or agent authorized to do so by the Board of Directors.

Section 7.4. Checks, Drafts, etc. All notes, drafts, acceptances, checks, endorsements, and, subject to the provisions of these Bylaws, evidences of indebtedness of the Corporation shall be signed by the President or by such officer or officers or such agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be in such manner as the Board of Directors from time to time may determine.

Section 7.5. Bonds and Debentures. Every bond or debenture issued by the Corporation shall be evidenced by an appropriate instrument which shall be signed by the President together with the Secretary. Where such bond or debenture is authenticated with the manual signature of an authorized officer of the Corporation or other trustee designated by the indenture of trust or other agreement under which such security is issued, the signature of any of the Corporation's officers named thereon may be a facsimile. In case any officer who signed, or whose facsimile signature has been used on any such bond or debenture, shall cease to be an officer of the Corporation for any reason before the same has been delivered by the Corporation, such bond or debenture may nevertheless be adopted by the Corporation and issued and

delivered as though the person who signed it or whose facsimile signature has been used thereon had not ceased to be such officer.

Section 7.6. Sale, Transfer, etc. of Securities. Sales, transfers, endorsements, and assignments of shares of stocks, bonds, and other securities owned by or standing in the name of the Corporation and the execution and delivery on behalf of the Corporation of any and all instruments in writing incident to any such sale, transfer, endorsement, or assignment, shall be effected by the Secretary together with the President, or by any other officers or agents authorized by the Board of Directors.

Section 7.7. Proxies. Proxies to vote with respect to shares of stock of other corporations used by or standing in the name of the Corporation shall be executed and delivered on behalf of the Corporation by the President or by any officer or agent thereunto authorized by the Board of Directors.

Section 7.8. Financing of Capital Improvements. Notwithstanding anything contained herein to the contrary, the Corporation may borrow funds as deemed necessary by the Board of Directors to finance and refinance: (i) capital repairs and capital improvements and (ii) to otherwise permit the Corporation to perform its duties and obligations under these Bylaws and the Declaration.

ARTICLE 8. CERTIFICATES EVIDENCING MEMBERSHIP AND THEIR TRANSFER

Section 8.1. Certificates. The Corporation may issue certificates or stock evidencing membership in the nonprofit corporation or interests in other property rights.

Section 8.2. Transferring Certificates. A member of the Corporation may not transfer a membership or any right arising from a membership.

ARTICLE 9. DISTRIBUTIONS

Section 9.1. Distributions. The Corporation shall not make distributions except to confer benefits upon its members in conformity with its purpose.

ARTICLE 10. CORPORATE SEAL

Section 10.1. Corporate Seal. The Board of Directors may provide a corporate seal which may be circular in form and have inscribed thereon any designation including the name of the Corporation, Utah as the state of incorporation, and the words "Corporate Seal."

ARTICLE 11. FISCAL YEAR

Section 11.1. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE 12. AMENDMENTS AND DECLARATION CONTROLLING

Section 12.1. Amendments. The Corporation's Board of Directors may amend these Bylaws, except to the extent that the Articles of Incorporation, these Bylaws, or the Utah Revised Nonprofit Corporation Act reserve this power exclusively to the members in whole or in part. However, the Board of Directors may not adopt, amend, or repeal a Bylaw that fixes a member voting requirement that is greater than required by the Utah Revised Nonprofit Corporation Act.

If authorized by the Articles of Incorporation, the members may adopt, amend, or repeal a Bylaw that fixes a greater voting requirement for members than is required by the Utah Revised Nonprofit Corporation Act, provided that a majority of all of the outstanding votes of the Corporation consent to such an adoption, amendment or repeal. Any such action shall comply with the provisions of the Utah Revised Nonprofit Corporation Act.

The members may amend or repeal the Corporation's Bylaws even though the Bylaws may also be amended or repealed by the Corporation's Board of Directors; provided, however, that any such amendment or repeal shall also require the written consent of a majority of the Corporation's Board of Directors.

Section 12.2. Declaration Controlling. In the event of any conflict or inconsistency between: (i) these Bylaws, as they may be amended from time to time, and (ii) the Declaration of Covenants, Conditions and Restrictions (as may be amended from time to time, collectively, the "Declaration") for Tuhaye filed by Tuhaye LLC, a Utah limited liability company in the Real Property Records of Wasatch County, Utah, the Declaration shall govern and control.

ADOPTED this 7th day of February, 2003.

TUHAYE HOME OWNERS ASSOCIATION

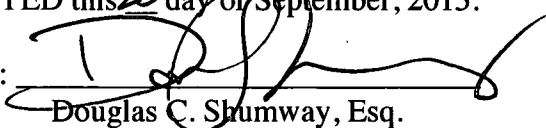
By: _____

Colleen Gillis, Secretary

CERTIFICATION OF AUTHENTICITY

I CERTIFY that the foregoing *Bylaws of Tuhaye Homeowners Association*, adopted on February 7, 2003 and signed by Colleen Gillis, the then Secretary of the Tuhaye Homeowners Association, which contain the title page, table of contents, and pages 1 through 24, is the true and correct Bylaws of the Tuhaye Homeowners Association, which has been ratified and enforced by the Board of Directors for the Tuhaye Homeowners Association, and ratified by the members thereof. These Bylaws were not recorded with the Wasatch County Recorder at the time they were originally adopted in 2003. Now, in compliance with Utah Code §57-8a-216, the Board of Directors for the Tuhaye Homeowners Association desires to record these Bylaws, along with the First Amendment thereto, upon each and every Lot within the Tuhaye Homeowners Association.

DATED this ^{23rd} day of September, 2015.

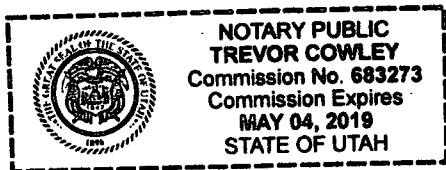
BY: 
Douglas C. Shumway, Esq.
*Attorney and Agent for the
Tuhaye Homeowners Association, Inc.*

STATE OF UTAH)
) ss
COUNTY OF WASATCH)

I CERTIFY that Douglas C. Shumway did present himself before me, and he did witness that the above statements are true, and I did witness his signature above.

DATE: 9/23/15


NOTARY PUBLIC



**FIRST AMENDMENT TO THE
BYLAWS OF
TUHAYE HOME OWNERS ASSOCIATION,
A Utah Nonprofit Corporation**

THIS FIRST AMENDMENT TO THE BYLAWS OF TUHAYE HOME OWNERS ASSOCIATION, a Utah Nonprofit Corporation is made and executed on the date set forth below and shall be effective upon recording in the Wasatch County Recorder's Office.

RECITALS

A. Whereas, the Bylaws of Tuhaye Home Owners Association were created February 7, 2003 ("Bylaws").

B. Whereas, the Association and the Owners now desire to further amend the Bylaws to improve the efficient operation and governance of the Association.

D. Article 12, Section 12.1 of the Bylaws provides that the Bylaws may be amended by the Association's Board of Directors.

E. Unless otherwise noted in the Bylaws, capitalized terms used in the Bylaws shall have the same meaning and effect as provided in the Declaration of Covenants, Conditions and Restrictions for Tuhaye, a Planned Community, as the same may be amended from time to time ("Declaration").

F. The following amendments have been duly approved by the Association's Board of Directors pursuant to Article 12, Section 12.1.

AMENDMENTS

Amendment One

It is proposed that Article 1, Section 1.1 of the Bylaws be revised and amended to read as follows:

Section 1.1 Business Offices. The principal office of Tuhaye Home Owners Association, a Utah nonprofit corporation (the "Corporation") shall be located at 4188 SR 248, Kamas, UT 84036 or such other location as may be determined by the Board of Directors of the Corporation, from time to time, within the State of Utah. The Corporation shall maintain at its principal office a copy of those records specified in Section 2.14 and Article 2 of these Bylaws.

Amendment Two

It is proposed that Article 2, Sections 2.4(a) and 2.4(b) of the Bylaws be revised and amended to read as follows:

Section 2.4 Notice of Member Meeting.

(a) Required Notice. Written notice stating the place, day, and hour (and in the case of a special meeting, the purpose(s)) of any annual or special member meeting shall be delivered

not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by email or by mail, by or at the direction of the person or group calling the meeting, to each member of record, and to any other member entitled by the Act or the Corporation's Articles of Incorporation to receive notice of the meeting. If emailed, notice shall be deemed delivered when sent to the member's email address registered with the Corporation. If mailed, notice shall be deemed to be effective when mailed to the member's address registered with the Corporation. Member mail and email addresses may be changed by notice in writing to the Corporation. If no mailing address is registered with the Corporation then the member's Lot address shall be used by the Corporation.

(b) Notice Not Required. If three (3) successive notices sent to a member, addressed to a member at the member's email address or mailing address as shown on the records of the Corporation, have been returned as undeliverable, further notices to that member are not necessary until another email or mailing address of the member is made known to the Corporation.

Amendment Three

It is proposed that Article 2, Section 2.9 of the Bylaws be revised and amended to read as follows:

Section 2.9 Votes per Member. With respect to each matter, including the election of Directors, submitted to the vote of the members, each member entitled to vote at the meeting shall have the right to cast, in person or by proxy, the number of votes appertaining to the Lot(s), as provided in Article 5, Section 5.7 of the Declaration, owned by such member.

Amendment Four

It is proposed that Article 3, Section 3.2 of the Bylaws be revised and amended to read as follows:

Section 3.2

(a) Number. The number of Directors of the Corporation shall be five (5).

(b) Period of Declarant Control. During the Period of Declarant Control, each Director shall be appointed by the Declarant to serve at the pleasure of the Declarant until the earliest to occur of the following:

- 1) The Period of Declarant Control ends as provided by the Declaration,
- 2) The Declarant removes such Director by written notice,

- 3) The Director is removed by vote of the Board of Directors, or
- 4) Three (3) years after appointment in the event such Director is a nominee elected by the members and appointed by Declarant as discussed in Section 3.11(a)(2) of the Bylaws.

(c) Following the Period of Declarant Control. Following the end of the Period of Declarant Control, the members shall elect five (5) Directors to serve as follows: two (2) Directors shall be elected to serve for a term of three (3) years, two (2) Directors shall be elected to serve for a term of two (2) years, and one (1) Director shall be elected to serve for a term of one (1) year. At each annual meeting thereafter, the members shall elect for three (3) year terms the appropriate number of Directors to fill vacancies created by expiring terms of Directors. Directors do not have to be members of the Corporation.

(d) Qualifications. Directors shall be natural persons twenty-one (21) years of age or older.

(e) Elections. Voting for the election of the Board of Directors may be done in person or by proxy at the meeting in which the election takes place or as further provided by the Act, including, but not limited to, the use of written or mail-in ballots.

Amendment Five

It is proposed that Article 3, Section 3.11 of the Bylaws be revised and amended to read as follows:

Section 3.11 Board of Director Vacancies.

(a) Vacancies. If a vacancy occurs on the Board of Directors:

- 1) During the Period of Declarant Control:
 - i. The Declarant shall appoint a Director to fill such vacancy.
 - ii. If so requested by the Declarant, members may elect a nominee for the Declarant to consider for appointment to fill the vacancy of a Director. Declarant may, in its sole discretion, appoint such nominee, but the Declarant is under no obligation to do so.
- 2) Following the Period of Declarant Control:

- i. By reason of death or resignation of a Director or by reason of an increase in the authorized number of Directors, the Board of Directors shall fill the vacancy.
 1. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office.
 - ii. By reason of the removal of a Director by the members, the vacancy shall be filled by the members at the meeting at which such Director is removed.
 - iii. If there are no Directors remaining in office, then the members may fill the vacancy.
- 3) Any Director elected or appointed hereunder to fill a vacancy shall serve for the unexpired term of his or her predecessors, or for the term of the newly appointed director.

Amendment Six

It is proposed that Article 5, Section 5.7 of the Bylaws be revised and amended by adding a subsection (g) as follows:

- (g) the duties of the Secretary may be delegated to a manager, employee, independent contractor, etc. of the Corporation with the oversight of the Secretary.

Amendment Seven

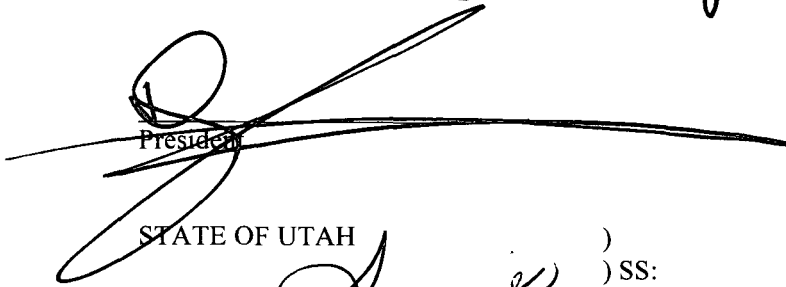
It is proposed that Article 5, Section 5.8 of the Bylaws be revised and amended by adding a subsection (d) as follows:

- (d) the duties of the Treasurer may be delegated to a manager, employee, accountant, independent contractor, etc. of the Corporation with the oversight of the Treasurer.

CERTIFICATION

The foregoing amendments to the Bylaws were duly approved by the Corporation's Board of Directors as required by Article 12, Section 12.1 of the Bylaws.

EXECUTED this 3rd day of Sept, 2015.


President

Douglas Ogilvy

STATE OF UTAH)
COUNTY OF Summit) SS:

On the 3rd day of September 2015, personally appeared before me Douglas Ogilvy, who by me being duly sworn, did say that he/she is the President of the Tuñaye Home Owners Association, a Utah Nonprofit Corporation, that he/she has been authorized by the Board of Directors to execute this document, and that the foregoing instrument was approved in accordance with Section 12.1 of the Bylaws to the best of his/her knowledge.



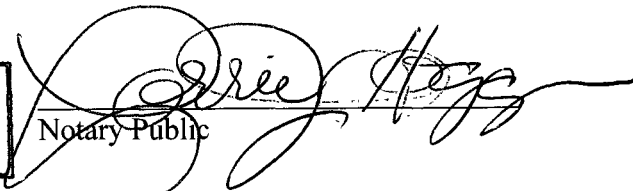

Notary Public

EXHIBIT A

The foregoing Bylaws, and First Amendment thereto shall be recorded against the Lots and parcels within the Tuhaye Homeowner's Association, as follows:

<u>Parcel Numbers</u>	<u>Legal Descriptions</u>
00-0020-2295 through -2346	LOT 1 through 18, TUHAYE SUBDIVISION PHASE 1 THIRD AMENDED;
00-0020-2574 through -2576	LOT 53 through 55, TUHAYE SUBDIVISION PHASE 1 THIRD AMENDED
00-0020-3860 through -3873	LOT 3N1 through 3N14, TUHAYE PHASE 3 NORTH SUBDIVISION
00-0020-3306 through -3316	LOT RW1 through RW11, TUHAYE RIDGEWAY DRIVE PHASE A SUBDIVISION
00-0020-3623 through -3659	LOT RW12 through RW48, TUHAYE RIDGEWAY DRIVE PHASE B AMENDED
00-0020-5619 through -5633	LOT 7N-1 through 7N-15, TUHAYE PHASE 7 NORTH SUBDIVISION
00-0020-3902 through -3916	LOT 13N1 through 13N15, TUHAYE 13 NORTH SUBDIVISION
00-0020-5636 through -5639	LOT 8S-1 through 8S-4, TUHAYE PHASE 8 SOUTH SUBDIVISION
00-0020-5642 through -5647	LOT 9S-1 through 9S-6, TUHAYE PHASE 9 SOUTH SUBDIVISION
00-0020-3921 through -3971	LOT 16S1 through 16S51, TUHAYE 16 SOUTH SUBDIVISION
00-0020-6374 through -6398	LOT 1 through 25, TUHAYE SILENT CREEK SUBDIVISION
00-0020-9936 through -9971	LOT TP1 through TP35, TUHAYE TWIN PEAKS SUBDIVISION PHASE C
00-0020-8814 through -8815	LOT WH-1 through WH-2, TUHAYE WHISPERING HAWK PHASE 1
00-0020-9050 through -9059	LOT WH-3 through WH-12, TUHAYE WHISPERING HAWK PHASE 2
00-0020-3000 through -3001	UNIT A and B, CHRISTOPHER COMMUNITIES AT TUHAYE PHASE X1
00-0020-2997 through -2999	LOT 1 through LOT 3, CHRISTOPHER COMMUNITIES AT TUHAYE PHASE X1
00-0020-3062 through -3078	LOT 4 through LOT 20, CHRISTOPHER COMMUNITIES AT TUHAYE PHASE X2
00-0020-3877 through -3900	LOT 1 through LOT 24, CHRISTOPHER COMMUNITIES AT TUHAYE PHASE B
00-0020-8820 through -8821	LOT 1A through 1B TUHAYE MOON DANCE PUD PHASE 2
00-0020-8843	LOT 2 TUHAYE MOON DANCE PUD PHASE 2