

**BY-LAWS
OF**

**CANYON VILLAGE-RUST PHASE 1 CONDOMINIUM OWNERS ASSOCIATION, INC.
A Non-Profit Corporation**

**ARTICLE I
OFFICES**

Section 1. The principal office of the Corporation shall be located in Tooele County, Utah. The Corporation may have such other offices, either within or without the State of Utah as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the laws of the State of Utah, to be maintained in the State of Utah may be, but need not be, identical with the principal office in the State of Utah, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE I
PLAN OF OWNERSHIP**

Section 1. OWNERSHIP. The subdivision located on the Property legally described as:

(See Exhibit "A" for Property Description), and

is known as Canyon Village-Rust Phase 1 Condominiums and is located in Tooele City, Tooele County, State of Utah (hereinafter "Subdivision").

Section 2. BYLAWS APPLICABILITY. The provisions of these Bylaws are applicable to the Subdivision.

Section 3. PERSONAL APPLICATION. All present or future Owners, tenants, future tenants, or their employees, or any other person that might use the facilities of the land in any manner are subject to the regulations set forth in these Bylaws. The mere acquisition of any of the subdivision lots or the mere act of occupancy of any residence will signify that these Bylaws are accepted, ratified, and will be complied with.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. ANNUAL MEETING. The annual meeting of members shall be held at a date, time, and place determined by the Board each year or at such other times and places as the Board of Directors may from time to time determine. If the day so designated falls upon a legal holiday, then the meeting shall be held upon the first business day thereafter. The Secretary shall serve personally, or by mail, a written notice thereof, not less than ten nor more than fifty days previous to such meeting, addressed to each member at his address as it appears on the certificate book; but at any meeting at which all members shall be present, or at which all members not present have waived noticed in writing, the giving of notice as above required may be dispensed with.

Section 2. **SPECIAL MEETINGS.** Special meetings of members, other than those regulated by statute, may be called at any time by a majority of the Directors. Notice of such meeting stating the purpose for which it is called shall be served personally or by mail or by electronic mail (email), not less than ten days before the date set for such meeting. If mailed, it shall be directed to a member at his address as it appears on the certificate book; but at any meeting at which all members shall be present, or at which members not present have waived notice in writing, the giving of notice as above described may be dispensed with. If emailed, it shall be directed to a member at his electronic address as it appears on the certificate book; but at any meeting at which all members shall be present, or at which members not present have waived notice in writing, the giving of notice as above described may be dispensed with. The Board of Directors shall also, in like manner, call a special meeting of members whenever so requested in writing by members representing not less than ten percent (10%) of the capital membership certificate of the Corporation entitled to vote at the meeting of members upon ten days' notice. No business, other than that specified in the call for the meeting, shall be transacted at any meeting of the members, except upon the unanimous consent of all the members entitled to notice thereof.

Section 3. **CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE.** For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or members entitled to receive payment of any dividend, or in order to make a determination of members for any other proper purpose, the Board of Directors of the Corporation may provide that the membership certificate transfer books shall be closed for a stated period but not to exceed, in any case, fifty days. If the membership certificate transfer books shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the membership certificate transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than fifty days and, in case of a meeting of members, not less than ten days prior to the date on which the particular action, requiring such determination of members, is to be taken. If the membership certificate transfer books are not closed, and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 4. **VOTING.** Voting shall be on a per lot basis and there shall be two classes of voting members as follows:

Class A. Class A Members shall be all Owners of Units or condominiums 101 through 124. Class A Members shall be entitled to one (1) vote for each Unit in which the interest required for membership in the Association is held. In no event, however, shall more than one Class A vote exist with respect to any Unit.

Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to six (6) votes for each Unit or condominiums 101 through 124 in which it holds the interest required for Membership in the Association. The Class C Membership shall automatically cease and be converted to Class A Membership on the first to occur of the following events:

- (a) When the total number of votes held by all Class B Members equals the total number of votes held by the Class C Member;
- (b) Resignation of the Declarant; or

(c) The expiration of eight (8) years after the date on which the Declaration is filed for record in the office of the County Recorder of Tooele County, Utah.

As used in these Bylaws, the term "majority of Owners" shall mean those Owners owing fifty-one percent (51%) of the lots of the subdivision. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary before the appointed time of each meeting.

Section 5. PROXY. Each proxy must be executed in writing by the member of the Corporation or his duly authorized attorney. No proxy shall be valid after the expiration of eleven months from the date of its execution unless it shall have specified therein its duration.

Every proxy shall be revocable at the discretion of the person executing it or of his personal representatives or assigns.

Section 6. VOTING OF MEMBER CERTIFICATES BY CERTAIN HOLDERS. Member Certificates standing in the name of another corporation may be voted by such officer, agent or proxy as the By-Laws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Member Certificates held by an administrator, executor, guardian or conservator may be voted by him either in person or by proxy without a transfer of such member certificates into his name. Member Certificates standing in the name of a trustee may be voted by him either in person or by proxy, but no trustee shall be entitled to vote member certificates held by him without a transfer of such member certificates into his name.

Member Certificates standing in the name of a receiver may be voted by such receiver, and member certificates held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the Court by which such receiver was appointed.

A member whose member certificates are pledged shall be entitled to vote such member certificates until the member certificates have been transferred into the name of the pledgee, and thereafter the pledges shall be entitled to vote the member certificates so transferred.

Member Certificates of its own membership certificate belonging to the Corporation or held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding member certificates at any given time.

Section 7. ELECTION OF DIRECTORS. At each election for directors every member entitled to vote at such election shall have the right to vote, in person or by proxy, the number of member certificates owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. There shall be no cumulative voting.

Section 8. QUORUM. A majority of the outstanding member certificates of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the membership certificate holders.

If a quorum shall not be present or represented, the members entitled to a vote thereat, present in person or represented by proxy, shall have power to adjourn from time to time the meeting until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business or any specified item of business may be transacted which might have been transacted at the meeting as originally notified.

The number of votes or consent of the holders of any class of membership certificate having voting power which shall be necessary for the transaction of any business or any specified item of business at any meeting of members, including amendments to the Articles of Incorporation, or the giving of any consent, shall be a majority of the outstanding member certificates of the Corporation entitled to vote, represented in person or by proxy.

Section 9. **INFORMAL ACTION BY MEMBERS.** Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE IV DIRECTORS

Section 1. **NUMBER.** The affairs and business of this Corporation shall be managed by a Board of Directors. The first Board of Directors shall consist of two (2) members. After the Declarant no longer has control of the Association, the number of directors shall be increased to not more than five and not less than three by resolution of the Board of Directors. Directors need not be members and need not be residents of the State of Utah.

Section 2. **ELECTION.** The directors shall be elected at each annual meeting of the members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of the members held for that purpose.

Section 3. **TERM OF OFFICE.** The term of office of each of the directors shall be two years and shall be staggered such that terms will expire for different board members at different times and thereafter until his successor has been elected.

Section 4. **DUTIES.** The Board of Directors shall have the control and general management of the affairs and business of the Corporation. Such directors shall in all cases act as a Board, except as herein provided in Section 11, regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with these By-Laws and the laws of the State of Utah.

Section 5. **DIRECTORS' MEETINGS.** Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the members, and at such other time and place as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of two directors.

Section 6. **NOTICE OF MEETINGS.** Notice of meetings, other than the regular annual meeting, shall be given by service upon each director in person, or by mailing to him at his last known address, or by electronic mail (email) at his last known email address, at least three days before the date therein designated for such meeting, including the day of mailing, of a written or printed notice thereof

specifying the time and place of such meeting, and the business to be brought before the meeting, and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Any director may waive notice of any meeting under the provisions of Article X. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened or called.

Section 7. VOTING. At all meetings of the Board of Directors, each director is to have one vote, irrespective of the number of member certificates of membership certificate that he may hold. That act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. VACANCIES. Vacancies in the Board occurring between annual meetings shall be filled for the unexpired portion of the term by a majority of the remaining directors.

Section 9. REMOVAL OF DIRECTORS. Any one or more of the directors may be removed, whether with or without cause, at any time by a vote of the members holding a majority of the membership certificate, at any special meeting called for that purpose.

Section 10. QUORUM. The number of directors who shall be present at any meeting of the Board of Directors in order to constitute a quorum for the transaction of any business or any specified item of business shall be a majority.

The number of votes of directors that shall be necessary for the transaction of any business or any specified item of business at any meeting of the Board of Directors shall be a majority.

If a quorum shall not be present at any meeting of the Board of Directors, those present may adjourn the meeting from time to time, until a quorum shall be present.

Section 11. COMPENSATION. By resolution of the Board of Directors, the directors may be paid their reasonable and real expenses, if any, related to the Association.

Section 12. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 13. OTHER COMMITTEES. By resolution of the Board of Directors, the directors may designate committees of not less than two directors, to assist the Board in its duties.

**ARTICLE V
OFFICERS**

Section 1. NUMBER. The officers of this Corporation shall be: President and Secretary, or Treasurer, together with such other officers as may be appointed by the Board of Directors, as determined by the Board of Directors, to include Vice Presidents.

Any officer may hold more than one office.

Section 2. ELECTION. All officers of the Corporation shall be elected annually by the Board of Directors at its meeting held immediately after the meeting of members, and shall hold office for the term of one year or until their successors are fully elected. Officers need not be members of the Board.

The Board may appoint such other officers, agents, and employees as it shall deem necessary who shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board.

Section 3. REMOVAL OF OFFICERS. On an affirmative vote of a majority of the Members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Director called for such purpose.

Section 4. DUTIES OF OFFICERS. The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors and members.

He shall present at each annual meeting of the members and directors a report of the condition of the business of the Corporation.

He shall cause to be called regular and special meetings of the members and directors in accordance with these By-Laws. He shall appoint and remove, employ and discharge, and fix the compensation of all servants, agents, employees, and clerks of the Corporation other than the duly appointed officers, subject to the approval of the Board of Directors.

He shall sign and make all contracts and agreements in the name of the Corporation.

He shall see that the books, reports, statements and certificates required by the statutes are properly kept, made and filed according to laws.

He shall sign all certificates of membership certificate, notes, drafts or bills or exchange, warrants or other orders for the payments of money duly drawn by the Treasurer.

He shall enforce these By-Laws and perform all of the duties incident to the position and office, and which are required by law.

VICE PRESIDENT

During the absence or inability of the President to render and perform his duties or exercise his powers, as set forth in these By-Laws or in the laws under which this Corporation is organized, the same shall be performed and exercised by the Vice President; and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members in appropriate books.

He shall give and serve all notices of the Corporation.

He shall be custodian of the records and of the seal and affix the latter when required.

He shall keep the membership certificate and transfer books in the manner prescribed by law, so as to show at all times the amount of capital membership certificate issued and outstanding; the manner and the time compensation for the same was paid in, the names of the owners thereof, alphabetically arranged, the number of member certificates owned by each, the time at which each person became such owner, and the amount paid thereon; and keep such membership certificate and transfer books open daily during the business hours at the office of the Corporation, and permit such member to make extracts from said books to the extent prescribed by law.

He shall sign all certificates of membership certificate.

He shall present to the Board of Directors at their state meetings all communications addressed to him officially by the President or any officer or member of the Corporation.

He shall attend to all correspondence and perform all duties incident to the office of Secretary.

TREASURER

The Treasurer shall have the care and custody of, and be responsible for, all the funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies, or safe deposit vaults as the Board of Directors may designate.

He shall exhibit at all reasonable times his books and accounts to any director or member of the Corporation upon application at the office of the Corporation during business hours.

He shall render a statement of the conditions of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as shall be required of him, and a full financial report at the annual meeting of the members.

He shall keep, at the office of the Corporation, correct books of account of all its business and transactions and other such books of account as the Board of Directors may require.

He shall do and perform all duties appertaining to the office of Treasurer.

Section 4. BOND. The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his duties as the Board may direct.

**ARTICLE VI
MEMBERSHIP**

Section 1. MEMBER INTERESTS. Only owners within the Subdivision or the Declarant may be members of this Corporation.

Section 2. TRANSFER OF MEMBERSHIP CERTIFICATE. The membership of an owner of a Lot or Condominium within the Subdivision shall transfer immediately upon the recordation of transfer to a third party. Membership in the Corporation shall only be for a Lot or Condominium and shall not increase even if there are more than one Owner of a particular Lot or Condominium.

**ARTICLE VI
OBLIGATION OF OWNERS**

Section 1. ASSESSMENTS. All Owners/Members are obligated to pay assessments and fees imposed by the Board of Directors and/or the CCRs to meet all Subdivision communal expenses, which may include a liability insurance policy premium and an insurance premium for a policy to cover repair and reconstruction work in case of wind, fire, earthquake or other hazard. The assessments shall be made pro rata for each lot or condominium owned, as stipulated in the Declaration. Such assessments may include monthly payments to a general operating reserve and a reserve fund for replacements. Assessments shall be subject to change. Each Unit owner shall pay his or her own utility costs which are individually metered in the Subdivision.

**ARTICLE VII
INDEMNIFICATION**

Section 1. INDEMNIFICATION. Any person made a party or involved in any civil, criminal or administrative action, suit, or proceeding by reason of the fact that he or his testator or intestate is or was director, officer, or employee, of the Corporation, or of any Corporation which he, the testator, or intestate served as such at the request of the Corporation, shall be indemnified by the Corporation against expenses reasonably incurred by him or imposed on him in connection with or resulting from the defense of such action, suit, or proceeding and in connection with or resulting from any appeal therein, except with respect to matters as to which it is adjudged in such action, suit, or proceeding that such officer, director, or employee was liable to the Corporation, or to such other Corporation, for negligence or misconduct in the performance of his duty. As used herein the term "expense" shall include all obligations incurred by such person for the payment of money, including without limitations attorney's fees, judgments, awards, fines, penalties, and amounts paid in satisfaction of judgment or in settlement of any such action, suit, or proceeding, except amounts paid to the Corporation or such other Corporation by him. A judgment or conviction whether based on pleas of guilty or nolo contendere or its equivalent, or after trial, shall not of itself be deemed an adjudication that such director, officer, or employee is liable to the Corporation, or such other Corporation, for negligence or misconduct in the performance of his duties. Determination of the rights of such indemnification and the amount thereof may be made at the option of the person to be indemnified pursuant to procedure set forth from time to time in the By-Laws, or by any of the following procedures: (a) order of the Court or administrative body or agency having jurisdiction of the action,

suit, or proceeding; (b) resolution adopted by a majority of the quorum of the Board of Directors of the Corporation, without counting in such majority a quorum any directors who have incurred expenses in connection with such action, suit or proceeding; (c) if there is no quorum of directors who have not incurred expenses in connection with such action, suit, or proceeding, then by resolution adopted by a majority of the committee of members any directors who have not incurred such expenses appointed by the Board of Directors; (d) resolution adopted by a majority of the quorum of the directors entitled to vote at any meeting; or (e) order of any Court having jurisdiction over the Corporation. Any such determination that a payment by way of indemnity should be made will be binding upon the Corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers, and employees of the Corporation and the other persons above-mentioned may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Laws, Agreement, vote of members, provision of law, or otherwise, as well as their rights under this Article. The provisions of this Article shall apply to any member of any committee appointed by the Board of Directors as fully as though such person had been a director, officer or employee of the Corporation.

**ARTICLE VIII
AMENDMENTS**

Section 1. HOW AMENDED. These Bylaws may be amended by the Association in a duly constituted meeting for such purpose, and no amendment shall take effect unless approved by Owners representing at least fifty-one percent (51%) of the total number of votes in both classes of membership of all lots in the Subdivision as shown in the Declaration. During the term of Declarant Control, the Declarant may unilaterally amend these Bylaws to conform to the intent of the original terms of the Declaration of Covenants, Conditions, and Restrictions, and these Bylaws.

**ARTICLE IX
FISCAL YEAR**

Section 1. The fiscal year shall begin January 1st.

**ARTICLE X
WAIVER OF NOTICE**


Section 1. Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Utah Non-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XI
COMPLIANCE**

These Bylaws are set forth to comply with the requirements of the Utah Code Annotated. In case there is any conflict between these Bylaws and the Utah Code Annotated, the provisions of the Utah Code Annotated will supersede and apply. Adopted and executed by the Declarant as of the date Declaration is dated.

These By-Laws approved and adopted at a meeting of the Board of Directors on June 19
 , 2019.

DECLARANT:
MOUNTAIN VISTA DEVELOPMENT, INC.



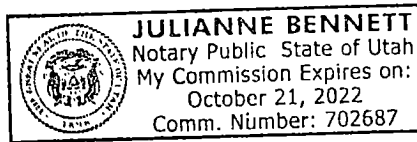
By: Derek Ellis
Its: Vf Assoc

STATE OF Utah
COUNTY OF Salt Lake

The foregoing instrument was acknowledged before me this 19th day of June, 2019 by DEREK K. ELLIS, who being by me duly sworn did say that he is the V.P. of Finance for MOUNTAIN VISTA DEVELOPMENT, INC., a corporation, and that he executed the within instrument on behalf of said corporation by authority of a resolution of its board of directors and duly acknowledged to me that said corporation executed the same.

My commission expires 10/21/22. Witness my hand and official seal.


Notary Public:

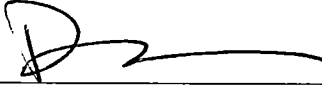


CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of Canyon Village-Rust Phase 1 Condominium Owners Association, Inc.

(2) That the foregoing By-Laws comprised of 10 pages, constitute the By-Laws of said Corporation as duly adopted at a meeting of the Board of Directors thereof duly held on June 19 _____, 2019.



SECRETARY

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this on June 19 _____, 2019.



SECRETARY

Exhibit A

Initial Schedule of Units, Square Footage, Votes, and Undivided Interests in Common Areas

CANYON VILLAGE-RUST PHASE 1 CONDOMINIUMS

PARCEL NUMBERS: 20-071-0-0101 THRU 20-071-0-0124