

Upon recording, return to
Three Fountains Owners Association
Attention: Brian Noel, Manager
828 Three Fountains Circle
Murray, UT 84107

6914075
04/03/98 10:11 AM 337.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
THREE FOUNTAINS OWNERS ASSN
828 THREE FOUNTAINS CIR
MURRAY UT 84107
REC BY: R JORDAN DEPUTY - WI

AMENDED BY-LAWS
of
THREE FOUNTAINS OWNERS' ASSOCIATION

Phases 1-6

ARTICLE I

Name and Application

The name of this nonprofit corporation shall be THREE FOUNTAINS OWNERS ASSOCIATION, herein after called the "Association".

ARTICLE II

Compliance with By-Laws

All present or future owners, members of their families, guests of owners, tenants, or any other person who might use the facilities of Three Fountains Condominium Project developed by Richard Prows, Inc., and of Three Fountains Addition, developed by Tischner-Phillips all in the City of Murray, County of Salt Lake, State of Utah, in any manner are subject to the regulations set forth in these By-Laws. The mere acquisition or rental of any of the condominium units or the mere act of occupancy or use of any of said units or the general common elements will signify that these By-Laws are accepted, ratified and will be complied with by said persons.

ARTICLE III

Eligibility for Membership

1. Membership in the Association shall be limited to record owners of Three Fountains Condominium Project, developed by Richard Prows, Inc., and of Three Fountains Addition, developed by Tischner-Phillips, all in Murray City, Salt Lake County, State of Utah.

2. One membership in this Association shall be issued to the record owners of each condominium unit. The record owners of all condominium units collectively shall constitute all the members. In the event that any such unit is owned by two or more persons, whether by joint tenancy, tenancy in common, or otherwise, the membership for such unit shall designate to the Association in writing at the time of issuance, one person who shall hold the membership and have the power to vote said membership. No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding memberships assigned to new record owners of condominium units.

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ARTICLE IV
Administration

1. **Association Responsibilities.** The Association will administer the Three Fountains Condominium Project through a Board of Trustees which will have the power to delegate its duties and functions to a Manager selected by said Board.

2. **Place of Meetings.** Meetings of the members of the Association shall be held at such place within the State of Utah as the Board of Trustees may specify in the notice.

3. **Annual Meetings.** The first annual meeting of the Association shall be held on the first Tuesday of March, 1970. Thereafter, the annual meeting of the Association shall be held on such day of each succeeding year, or at such other time as the Board of Trustees may prescribe.

4. **Special Meetings.** The President shall call a special meeting of the members upon his own initiative, as directed by the Board of Trustees or upon receipt of a petition signed by not less than one-third (1/3) of the membership. Any such meeting shall be held within forty (40) days after receipt of such direction by the President, or petition at such time and place as the Board of Trustees determines.

5. **Notice of Meetings.** The Secretary shall mail or personally deliver a notice of each annual or special meeting, stating the purpose thereof, as well as the time and place it is to be held, to each member at least ten (10) days, but not more than thirty (30) days prior to such meeting. Failure to state any type of business in the notice shall preclude action thereon unless the voting members present in person vote unanimously with respect thereto. Proxies shall not be voted on matters omitted in the notice.

6. **Quorum.** The presence, either in person or by proxy, of a majority of the members of record shall constitute a quorum of members for all purposes unless the representation of a larger group shall be required by law, by the Articles of Incorporation, or by these By-Laws; and in that event representation of the number so required shall constitute a quorum.

7. **Voting Rights.** Each member being present in person or by proxy shall be entitled to one vote for each condominium unit owned by such member. If more than one person is to be elected to the Board of Trustees, each member may vote for one or more Trustees, up to the total number of Trustees to be elected, but shall not be entitled to cumulate the vote of the Member for any particular nominee.

8. **Adjournment of Meetings.** If the number of members necessary to constitute a quorum shall fail to attend in person or by proxy at the time and place of meeting, the chairman of the meeting or a majority of the members present in person or by proxy, may adjourn the meeting from time to time without notice other than an announcement at the meeting until the necessary number of members shall be in attendance. At any adjournment meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

9. **Proxies.** A member may appoint as his or her proxy, only his or her spouse, any joint owner of his or her condominium unit, any other member, or a beneficiary under first deed of trust encumbering the members unit. Any proxy must be filed with the Secretary before the appointed time of each meeting or upon a calling of the meeting to order.

10. **Waiver of Notice.** Any member may at any time waive any notice required to be given under these By-Laws, or by statute or otherwise. The presence of a member in person at any meeting of the members shall be deemed such a waiver.

ARTICLE V Board of Trustees

1. **Number and Qualification.** The business, property and affairs of the Corporation shall be managed, controlled and conducted by a Board of Trustees, consisting of nine members. Each Trustee shall be an owner of at least one unit and reside within Three Fountains Condominiums. Each Trustee shall hold office until the next annual meeting of members or until a successor shall have been elected, but if a Trustee ceases to be an Owner, the Trustees term shall likewise cease.

2. **Powers and Duties.** The Board of Trustees shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things as are not, by law, or by these By-Laws, directed to be exercised and done by the members. The powers of the Board of Trustees shall include, but not be limited to, all of the rights and duties of the Board of Trustees as set forth elsewhere in these By-Laws and the Articles of Incorporation, and in the Declarations or Amended Declarations applicable to the Three Fountains Condominium Project, and to Three Fountains Addition, and also shall include the power to promulgate such rules and regulations pertaining to such rights and duties as may be deemed proper and which are consistent with the foregoing. The Board of Trustees may delegate such duties to a manager as appear in the best interests of the Association and to the extent permitted by law.

3. **Election and Term of Office.** Trustees shall be elected at the regular annual meeting of the Members of the Association for a term of three years, with one-third of the total number of Trustees to be elected each year. Each shall hold office until a successor shall be elected and shall qualify except as hereinafter provided. Implementation of three year terms shall be accomplished in any year by filling three positions with three year terms and the remaining positions to be filled with one and two year terms as required to provide one year staggered term expiration for one-third (3 Trustees) of the Board. In the event of any decrease in the number of Trustees in advance of the annual meeting, each additional Trustee may be elected by the then Board of Trustees and hold office until a successor is elected at the next annual meeting.

4. **Vacancies.** Vacancies on the Board of Trustees caused by any reason whatsoever shall be filled by vote of a majority of the remaining Trustees and each person so elected shall be a Trustee until a successor is elected by the members at the next annual meeting.

5. **Removal of Trustees.** At any regular or special meeting of the members, any one or more of the Trustees may be removed with or without cause at any time by the affirmative vote of seventy-five (75%) percent of the entire membership of record and a successor may be then elected to fill the vacancy thus created.

6. **Compensation.** No compensation shall be paid to Trustees for their services as Trustees. No remuneration shall be paid to a Trustee for services performed for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Trustees before the services are undertaken.

7. **Organizational Meeting.** The first meeting of a newly elected Board of Trustees shall be held within ten (10) days of election and at such time and place as shall be fixed at the meeting at which such Trustees are elected, and no notice shall be necessary to the newly elected Trustees in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

8. **Regular Meetings.** Regular meetings of the Board of Trustees may be held at such time and place as shall be determined from time to time by a majority of the Trustees. Notice of regular meetings of the Board of Trustees shall be given to each Trustee, personally or by mail at least two (2) days prior to the day named for the meeting.

9. **Special Meetings.** Special meetings of the Board of Trustees may be called by the President on two (2) days notice to each Trustee, given personally or by mail, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Trustees shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the Trustees.

10. **Waiver of Notice.** Before or at any meeting of the Board of Trustees, any Trustee may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Trustee at any meeting of the Board shall be a waiver by the Trustee of notice of the time and place thereof. If all the Trustees are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

11. **Quorum.** The majority of the Board of Trustees shall constitute a quorum for the transaction of business, but if at any meeting of the Board there be less than a quorum present, the majority of those present may adjourn the meeting from time to time.

12. **Adjournments.** The Board of Trustees may adjourn any meeting from day to day or for such other time as may be prudent or necessary in the interests of the Association, provided that no meeting may be adjourned for a period longer than twenty-five (25) days.

13. **Open Meetings.** All regular and special meetings of the Board of Trustees shall ordinarily be open to Members of the Association, but the Board of Trustees may close a meeting to discuss personnel matters, actual or threatened litigation or any other like matter which requires preservation of privacy rights.

14. **Fidelity Bonds.** The Board of Trustees may require that all officers and employees of the Association handling or responsible for the Association's funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

ARTICLE VI Officers

1. **Designation.** The principal officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected by and from the Board of Trustees. The Trustees may appoint an Assistant Secretary and an Assistant Treasurer, and such other officers as in their judgment may be necessary or desirable. The office of Assistant Secretary need not be a member, unit owner, or Board Member.

2. **Election of Officers.** The Officers of the Association shall be elected annually by the Board of Trustees at the organizational meeting of each new Board.

3. **Removal of Officers.** Upon affirmative vote of a majority of the members of the Board of Trustees, any officer may be removed, either with or without cause, and a successor elected at any regular meeting of the Board of Trustees, or at any special meeting of the Board called for such purpose.

4. **President.** The President shall be the chief executive officer of the Association and shall have all of the general powers and duties which are normally vested in the office of the President of a Corporation, including but not limited to, the power to appoint committees from among the members subject to the approval of the Board of Trustees from time to time as they may in their discretion decide is appropriate to assist in the conduct of the affairs of the Association.

5. **Vice-President.** The Vice-President shall take the place of the President and perform the President's duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Trustees shall appoint some other member of the Board to do so on an interim basis. The Vice-President shall also perform such other duties as shall from time to time may be imposed by the Board of Trustees.

6. **Secretary.** The Secretary shall keep the minutes of all meetings of the members. The Secretary shall have the custody of the seal of the Association and shall have charge of the membership books, and such other books and papers as the Board of Trustees may direct; and shall, in general, perform all the duties incident to the office of Secretary.

7. **Treasurer.** The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit of all monies and all other valuable effects in the name, and to the credit of, the Association in such depositories as may be from time to time designated by the Board of Trustees.

8. **Compensation.** No compensation shall be paid to the officers for their services as officers. No remuneration shall be paid to an officer for services performed for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Trustees before the services are undertaken.

ARTICLE VII
Powers, Rights and Duties of the
Association and Members Thereof

1. The Association and its members shall have all the powers, rights, duties and obligations set forth in the Articles of Incorporation for the Association, these By-Laws, rules and regulations pursuant thereto and recorded Restrictions, Covenants, and Conditions of the condominium and as any of the same may be duly adopted or amended. No transfers of memberships in the Association shall be made except as provided herein and no such transfer shall be made upon the books of the Association within eight (8) days next preceding the annual meeting of the members.

2. The Board of Trustees shall have the express authorization, right and power to enter into one or more management agreements with any person or firm in order to facilitate efficient operation of the common area. It shall be the primary purpose of such management agreements to provide for the administration, management, repair and maintenance of the real property, designated as common area, together with all improvements thereon.

3. The terms of said management agreement shall be as determined by the Board of Trustees to be in the best interests of the Association and shall be subject to the Articles of Incorporation, these By-Laws, and the Declarations affecting the said property.

ARTICLE VIII
Accounting

1. **The Books and Accounts.** The books and accounts of the Association shall be kept under the direction of the Treasurer and in accordance with the reasonable standards of accounting procedures.

2. **Auditing.** Any Owner may at any time at his own expense cause an audit or inspection to be made of the books and records of the Manager or Board of Trustees with a notice of at least three business days. The Board of Trustees at the expense of the common expenses, shall obtain an audit of all books and records pertaining to the project at no greater than annual intervals and furnish copies thereof to the Owners. Any year that an outside audit is not performed the Board of Trustees shall appoint a committee of home owners to conduct an audit review.

3. **Inspection of Books.** Financial reports, such as are required to be furnished, and the membership records of the Association shall be available at the principal office of the Association for inspection at reasonable times by any member.

ARTICLE IX
Miscellaneous

1. **Corporate Seal.** The Board of Trustees shall provide a suitable corporate seal containing the name of the Association, which seal shall be in the custody and control of the Secretary. The seal shall be circular in form, shall have inscribed thereon the name of the Association and the word "Utah" in the circle and the word "Seal" in the middle. If and when so directed by the Board of Trustees, a duplicate seal may be kept and used by such officer or other person as the Board of Trustees shall name.

2. **Execution of Documents.** With the prior authorization of the Board of Trustees, all notes, contracts, or other official documents shall be executed on behalf of the Association by any two (2) officers of the Association.

3. **Fiscal Year.** The fiscal year of this Association shall be the calendar year.

ARTICLE X
Amendments of the By-Laws

1. Amendments may be proposed by the Board of Trustees or a petition signed by at least thirty five percent (35%) of the Members. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon.

2. Ratification of the proposal will require seventy five percent (75%) of those casting votes in person or by proxy of home owners provided a quorum is present as defined in Article IV paragraph 6.

3. These By-Laws shall not be amended insofar as such amendments would be inconsistent with the recorded Declaration of Covenants, Conditions, and Restrictions.

The foregoing were duly adopted as the By-Laws of Three Fountains Owners Association, a corporation not organized for profit under the Laws of the State of Utah, at the first meeting of the Board of Trustees on the 15th day of April, 1970 and are amended

this 24th day of March 1998.

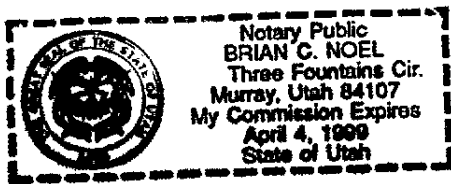
IN WITNESS WHEREOF, I declare that the attachment is a true and accurate recording of the Members who have voted affirmatively in favor of the foregoing Amendment, comprising seventy-five percent of the total vote of the Record Owners.

By: Charles W. Hillier

Capacity: President

STATE OF UTAH)
) : ss.
COUNTY OF SALT LAKE)

On this 24 day of March 1998, personally appeared before me Charles W. Hillier, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose.



Brian C Noel
NOTARY PUBLIC
Murray, Utah

By-Laws

IN WITNESS WHEREOF, the Undersigned being record owners holding 75 % or more of the total vote of Three Fountains Owners Association, have duly executed this instrument as of the date and year aforesaid.

1. Doug Hoek

2. Suzanne Michalopoulos

3. Linda M. Hamilton

4. _____

5. James Jamblich

6. Dea^{and} Mollie Wapley

7. _____

8. Maxine R. Worthen

9. Joe Whit

10. _____

11. _____

12. _____

13. Royal B. Stevens

14. _____

15. Tom B. McKee

16. Margie A. Fae

17. Bente J. Tapp

18. Constance D. Feed

19. Madelyn Harrison

20. Laurence E. Reid

21. Marcella K. Agnew

22. Luana Briggs

23. Mae O. White

24. Evelyn H. Wapley

25. Jeanne C. Keener

26. _____

27. Lucile G. Gorman

28. ~~Shirley Cummings~~
Margie A. Fae

29. Robert Hendrick

30. James M. Grellet

31. _____

32. _____

33. Julia M. Annot

34. Val G. Oyle

35. O. J. Johnson

36. Blanche E. Bird

37. Joan E. Lindquist

38. _____

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39. _____

41. ~~John Smith~~

43. _____

45. _____

47. James Hunter

49. ~~John Johnson~~

51. Ken Jones

53. _____

55. ~~John Stevens~~

57. ~~John Stevens~~

59. Charles W. Hillier

61. Edward G. Lambrek

63. Mercedes R. Keese

65. Wendell D. Coan

67. ~~Ronald W. Bachman~~

69. Ronald Thomson

71. Joan L. Collett

73. Francis C. Reeb

75. _____

77. Rex L. Reeve

79. _____

81. _____

83. ~~John L. Keefe~~

40. Marie Hennaker

42. Bill Sweeney

44. Colleen Olsen

46. John Anderson

48. Susan Clawson

50. Margaret Vincent

52. _____

54. Edwin W. Christensen

56. Herman C. Nielsen

58. Mrs. T. Holmes

60. Max Conner

62. Hal Conley

64. Shirley M. Bultman

66. Donald G. Billingsley

68. Bonnie Bowers

70. Odine Chipman

72. John S. B.

74. _____

76. Kerry P. Bringham

78. W. A. Jensen

80. Mary C. Clark

82. Belle Katz

84. ~~Yvonne~~

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- 85. ~~Joseph Wright~~
- 87. ~~W. A. Green~~
- 89. ~~Suzanne Mihalopoulos~~
- 91. ~~Barbara Sprouse~~
- 93. ~~Dward Davis~~
- 95. ~~Majorie X. Biler~~
- 97. ~~Kenneth B. Dyer~~
- 99. ~~Alex L. Ebrick~~
- 101. ~~Edward W. Smith~~
- 103. ~~Michael J. Davis~~
- 105. ~~Linda B. Mulson~~
- 107. ~~Mrs. Yvonne Nelson~~
- 109. ~~David L. Johnson~~
- 111. ~~Mrs. George Cander~~
- 113. ~~Shirley White~~
- 115. ~~Dianne Partnes~~
- 117. ~~Ernest B. Brown~~
- 119. ~~Van Robinson~~
- 121. _____
- 123. _____
- 125. ~~P. Quinn Love~~
- 127. _____
- 129. ~~Kathleen Laub~~

- 86. ~~Angie Deenty~~
- 88. ~~Tess E. Sorensen~~
- 90. _____
- 92. ~~J. J. Peterson~~
- 94. ~~Joseph H. Diemann~~
- 96. ~~Nancy Van~~
- 98. _____
- 100. ~~Bernice B. Pickett~~
- 102. ~~Janette Olson~~
- 104. ~~Joseph J. Julian~~
- 106. ~~Walter W. Lidman~~
- 108. ~~Lea Zalar~~
- 110. ~~Mary A. Lund~~
- 112. _____
- 114. _____
- 116. ~~Constance D. Stepley~~
- 118. ~~Robert J. Jyness~~
- 120. ~~Margaret Richards~~
- 122. _____
- 124. _____
- 126. _____
- 128. ~~Earl A. Evans~~
- 130. ~~Tom Pearson~~

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131. _____
133. Judi Holgers
135. Subert E. Stewart
137. Alex Clawson - Bird
139. Glynda A. Christensen
141. Edward H. Brinn
143. _____
145. Bea Andersen
147. Helen J. Fowler
149. Phyllis A. Cook
151. R. H. J. Sta
153. Oma H. Redden
155. Bernie Cook
157. _____
159. Jura Peterson
161. Shirley G. Parker
163. Judith R. Mowers
165. Wm Owen
167. Alma W. Hansen
169. Jean Basso
171. _____
173. Glad S. Marshall
175. Jean N. Mitchell

132. _____
134. Mrs. Patty Patten
136. M. O. Cutbert
138. P. Patten's Res
140. Gertrude F. Miller
142. Westerly Rockwood
144. Anthony Bakow
146. Bechel Boeck
148. _____
150. Arthur Erdasir
152. Harriet A. Whitts
154. _____
156. Thomas R. Marshall
158. Allan Bullack
160. _____
162. Mona Lee Hadley
164. _____
166. _____
168. Russell J. Jacobsen
170. Joseph P. Hadley
172. _____
174. Allen M. Crumb
176. Ray W. Bradford

177. John B. Steyer

179. Arthur L. Yeager

181. Barbara J. McKean

183. Mary Jane Klappner

185. Courtney S. Jippes

187. Lynn P. Khan

189. _____

191. Joe McEwan

193. _____

195. Gene P. Mordley

197. _____

199. Gweneith Thorn

201. Anna Foulger

203. _____

205. Opal Thomson

207. Margaret J. Anderson

209. Jean H. Lattin

211. Mary C. Lambert

213. Elaine B. Marsden

215. Luana Mednick

217. Elizabeth Monson

219. _____

221. Mary S. Wilde

178. _____

180. Jeanne M. Longworth

182. Tom Curtis

184. ~~Debbie~~ Ludahl

186. Arthur Erdasin

188. Matthew J. Elliott

190. Joyce S. Burpeshaw

192. Judi B. Deke

194. _____

196. _____

198. Mae E. Dunford

200. Laow Price

202. Lulata Harvey

204. _____

206. H. Marie Cummings

208. Alice R. Clark

210. Al J. Sholl

212. Joe McEwan

214. Lynn E. Dunn

216. Lynn E. Dunn

218. Dorothy Fairer

220. Blanche E. Peterson

222. _____

223. Alfred
 225. Morris Parrish
 227. _____
 229. Ingrid E. Poghler
 231. William E. Jupp
 233. _____
 235. _____
 237. John Carlson
 239. _____
 241. Rebecca R. Williams
 243. Andrew S. Dunn
 245. Grace E. Bergeson
 247. Don A. Christensen
 249. Robert L. Edmond
 251. Jean W. Martin
 253. Ruth & Joe Hatch
 255. Richard H. Davis
 257. Micig Jean
 259. Elvis M. Goddard
 261. Karen Merrell
 263. Mabel Bryant
 265. Dana Bogard
 267. Jack S. Beverly H. Morris

224. Richard F. McKean
 226. _____
 228. Edna R. Bogard
 230. Barbara Westerman
 232. Nora Boord
 234. _____
 236. Bert & Mildred
 238. Ellis M. Dawson
 240. W. M. [unclear]
 242. _____
 244. Al Denne Jr.
 246. Mrs. John J. [unclear]
 248. [unclear]
 250. James W. [unclear]
 252. _____
 254. Jan & Mel Williams
 256. Jan Hermann & Marilyn [unclear]
 258. _____
 260. _____
 262. William A. [unclear]
 264. Kathleen & [unclear]
 266. R. C. [unclear]
 268. _____

- | | |
|-----------------------------------|---|
| 269. <u>J. R. Allum</u> | 270. <u>John W. M. Mung</u> |
| 271. <u>W. D. Cook</u> | 272. <u>Volke von Gunter</u> |
| 273. <u></u> | 274. <u>John E. Carr</u> |
| 275. <u>Scott C. Cottle</u> | 276. <u></u> |
| 277. <u>Bio O. Lindley</u> | 278. <u>William L. Briggs</u> |
| 279. <u>Patricia A. Klein</u> | 280. <u>Veitch Cunningham</u> |
| 281. <u>Robert M. Margee Wood</u> | 282. <u>Robert M. Margee Wood</u> MAB
13-98
CWJH |
| 283. <u>Vivian S. Hanks</u> | 284. <u>Edo D. Powell</u> |
| 285. <u>Kenneth J. Olsen</u> | 286. <u></u> |
| 287. <u></u> | 288. <u></u> |
| 289. <u>Marion Cookhaugh</u> | 290. <u>Guido L. Sjaeckle</u> |
| 291. <u>Maxine A. Beale</u> | 292. <u>Josephine Hazen</u> |
| 293. <u>Josephine Hazen</u> | 294. <u>Herman M. Dyer</u> |
| 295. <u></u> | 296. <u>Karen Stone</u> |
| 297. <u>Ruth H. Vacker</u> | |