

WHEN RECORDED, MAIL TO:

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Callister Nebeker & McCullough
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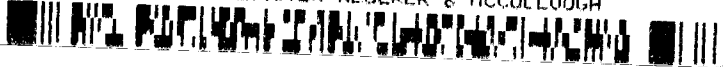
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Amendment PAGE 1/29

ALAN SPRIGGS, SUMMIT COUNTY RECORDER

FEE 567 00 BY CALLISTER NEBEKER & MCCULLOUGH



The amended **Bylaws of Manor Lands Property Owners Association** ("Association") were adopted by the Association on June 11, 2005, and are attached as Exhibit "A", and the **Articles of Amendment and Restatement in Total to the Articles of Incorporation of Manor Lands Property Owners Association a Nonprofit Corporation** are attached hereto as Exhibit "B", which are binding upon the following lots in the Wilderness Acres Subdivision, Summit County, State of Utah:

Wilderness Acres Subdivision 1:

<u>Lot #</u>	<u>Tax #</u>
WA - 1 - 101	161574
102	161574
103	161798
104	161871
105	161889
106	161897
107	161905
108	161913
109	161921
110	161582
111	161590
112	161608
113	161616
114	161624
115	161632
116	161640
117	161657
118	161665
119	161673
120	161699
121	161707
122	161715
123	161723
124	161731
125	161749
126	161756
127	161764
128	161772
129	161780
130	161806
131	161814

132	161822
133	161830
134	161848
135	161855
136	161863

Wilderness Acres Subdivision 2:

WA-2 201	163901
202 AM	388169
203 AM	388177
204	164008
205	164016
206	164024
207	164032
208	164040
209	164057
210	163919
211	156095
212	163927
212-A	163935
213	163943
214	163950
214-A	163968
215	163976

Wilderness Acres Subdivision 3:

WA-3 301	164420
301-A	164438
302	164446
302-A	164453
302-A-1	219299
302-B	164461
303	164479
304	164487
305	164495
306	164503
306-A	164511
307	164529
308-A	164537
308-B	164545
309	164552
310	164560
310-A	231674

Wilderness Acres Subdivision 4:

WA-4 401	164578
402	164586
403	164594
404	164602
404-A	164610
404-B	254015
405	164628
406	164636

407	164644
408	164651
409	164669
410	164677
411	164685
411-A	164693
412	164701
413	164719
414	164727
415	164735
416	164743
417	164750
418	164768
419	164776
420	164784
421	164792
422	164800
423	164818
424	164826
425-AM	369607
427	164859
428	164867
429	164875
430	164883
431	164891
432	164909
435	164933
436	164941

Wilderness Acres Subdivision 5:

WA-5 501	164958
502	165062
503	165104
504	165112
505	165120
506	165138
507	165146
507-A	165153
507-B	165161
507-C	165179
507-D	244156
508	165187
509	165195
510	164966
511	164974
512	164982
513	164990
514	165005
515	165013
516	165021
517	165039
518	165047
519	165054
520	165070
521	165088
521-A	165096

Wilderness Acres Subdivision 6:

WA-6	601	165203
	602	165211
	603	165229
	604	165237
	605	165245
	606	165252
	607	165260
	608	165278
	609	165286
	610	165294
	611	165302
	612	165310
	613	165328
	614	165310
	615	165336
	616	165344114.1
	617	165351
	618	165369
	618-1	165377
	619	165385
	620	165393
	621	165401
	622	165419
	623	165427
	624	165435
	625	165443
	626	165450
	627	165468
	628	165476
	629	165484
	630	165492
	631	165500
	632	165518

Wilderness Acres Subdivision 7:

WA-7 -	701	165526
	702	165534
	703	165542
	704	165559
	705	165567
	706	165575
	707	165583
	708	165591
	709	165609
	709-A	165617
	710	165625
	711	165633
	712	165641
	712-A	165658
	713	165666
	714	165674

Wilderness Acres Subdivision 8:

W#-8-	801	165682
	802	165690
	803	165708
	804	165716
	805	165724
	806	165732
	807	165732
	808	165732
	809	165732
	810	165773
	811	165781
	812	165799
	813	165807
	814	165815
	815	165823
	816	165831
	817	165849
	818	165856
	819	165864
	820	165872
	821	165880
	822	165898
	823	165906
	824	165914
	825	165922
	826	165930
	827	165948
	828	165955
	829	165963
	830	165971
	831	165989
	832	165997
	833	166003
	834	166011
	835	166029
	836	166037
	836-A	166045
	837	166052
	838	166060
	839	166078
	840	166086
	841	166094
	842	166102

Wilderness Acres Subdivision 9:

W#-9-	901	166110
	902	166128
	903	166136
	904	166144
	905	166151
	906	166169
	907	166177
	908	166185
	909	166193
	910	166201

911	166219
912	166227
913	166235
914	166243
915	166250
916	166268
917	166276
918	166284
919	166292
920	166300
921	166318
922	166326
923	166334
924	166342
925	166359
926	166367
927	166375
928	166383
929	166391
930	166409
931	166417
932	166425
933	166433
934	166441
935	166458
936	166466
937	166474
938	166482
939	166490
940	166508
941	166516
942	166524
943	166532
944	166540
945	166557
946	166565
947	166573
948	166581
949	166599
950	166607

Wilderness Acres Subdivision 10:

WR-10-	1001	161939
	1002	161947
	1003	161954
	1004-A	161962
	1005	161988
	1006	161996
	1007	162002
	1008	162010
	1009	162028
	1010	162036
	1011	162044
	1012	162051
	1013	162069
	1014	162077
	1015	162085

1016	162093
1017	162101
1018	162119
1019	162127
1020	162135
1021	162143
1022	162150
1023	162168
1023-A	162176
1024	162184
1025	162192
1026	162200
1027	162218
1028	162226
1029	162234
1030	162242
1031	162259
1032	162267
1033	162275
1034	162283
1035	162291
1036	162309
1037	162317
1038	162325
1039	162333
1040	162341
1041	162358
1042	162366
1043	162374
1044	162382
1045	162390
1046	162408
1047	162416
1048	162424
1049	162432
1050	162440
1051	162457
1052	162465
1053	162473
1054	162481

Wilderness Acres Subdivision 11:

WB-11	1101	162499
	1102	162580
	1103	162655
	1104	162671
	1105	162689
	1106	162697
	1107	162705
	1107-A	162713
	1108	162721
	1109	162739
	1110	162507
	1111	162515
	1112	162523
	1113	162531
	1114	162549

1115	162556
1116	219307
1117	162564
1118	162564
1119	162564
1120	162598
1121	162606
1122	162614
1123	363527
1124	162622
1125	162630
1126	162648
1127	203996
1128	162564
1129	162564
1130	162663

Wilderness Acres Subdivision 12:

WA-12 -

1201	162747
1201-A	162754
1202	162796
1203	162804
1204	162812
1205	162820
1206	162838
1207	162846
1208	162853
1209	162861
1210	162762
1211	162770
1212	162788

Wilderness Acres Subdivision 14:

WA-14

1402	163083
1403	163083
1404	163109
1405	163117
1406	163125
1407	163133
1408	163141
1409	163158
1411-A	155956
1411-B	155956

Wilderness Acres Subdivision 15:

WA-15

1501	163166
1501-A	163174
1502	163281
1503	163299
1503-A	163307
1504	163315
1504-B	199541
1505	163331
1506	163349

1507	163356
1508	358899
1509	163364
1510	163182
1511	163190
1512	163216
1513	163224
1514	163232
1515	163240
1516	163257
1516-A	163265

Wilderness Acres Subdivision 16:

WA-16 1601-A	163372
1601-B	163380
1601-C	163398
1601-D	163406
1601-D-2	231344
1602	163448
1603	163521
1604	163539
1605	163547
1606	163554
1607	163562
1616	163414
1616-A	163422
1617	163430
1618	163430
1619	233431
1620	163455
1621	163463
1622	163471
1623	163489
1624	163497
1625	163505
1626	163513
1627	163513
1628	163513
1629	163513
1630	163513
1631	163513
1632	163513
1633	163513
1634	163513
1635	163513

Wilderness Acres Subdivision 17:

WA-17 1701	163570
1702	163638
1703	163661
1704	163679
1705	163687
1706	163695
1707	163703
1708	163711
1709	163729

1710	163588
1711	163596
1712	163604
1713	219323
1714	163604
1715	163612
1716	197313
1717	245732
1718	163620
1719	233639
1720	197321
1721	163636
1722	163653

Wilderness Acres Subdivision 19:

WA-19 1901	219349
1902	219356
1903-AM	405476
1904-AM	405484
1905	220792
1906	219372
1907	219380
1908	219398
1909	230437
1910	163810
1911-A	172100
1912	163836
1913	163844
1914	163851
1915	182208
1916	163869
1917	163877
1918	163885
1919	163893

Beaver Knolls Acres Subdivision 1:

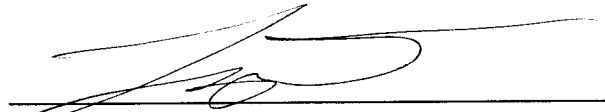
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BK2	153746
BK3	153753
BK4	153761
BK5	153779
BK6	153787
BK7	153795

BK8
BK9

153803
153811

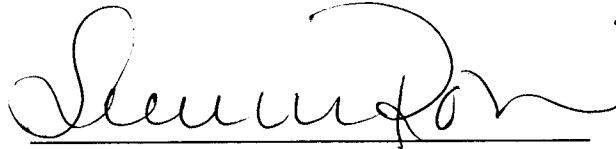
Dated this 4 day of March, 2008.

CALLISTER NEBEKER & McCULLOUGH


E. S. McCullough, II
Attorneys for Manor Lands Property Owner
Association

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

On the 4 day of March, 2008, personally appeared before me, L. S. McCullough, II the signer of the within instrument, who duly acknowledged to me that he executed the same.


NOTARY PUBLIC

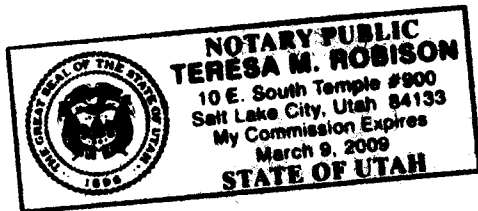


EXHIBIT "A"

BYLAWS
OF
MANOR LANDS PROPERTY OWNERS ASSOCIATION

THE FOLLOWING ARE THE AMMENDED AND RESTATED BYLAWS OF THE CORPORATION AND THEY REPLACE ALL PRIOR BYLAWS:

02/10/05

(1)

2005 Bylaws

ARTICLE I

DEFINITIONS

The following terms used in these Bylaws are defined as follows:

1. "**Association**" means the Manor Lands Property Owners Association.
2. "**Articles of Incorporation**" means the original Articles of Incorporation of the Manor Lands Property Owners Association and all amendments that have been filed with the State of Utah.
3. "**Bylaws**" mean the bylaws adopted for the regulation or management of the affairs of the Association by a two-thirds (2/3rd) vote of the Members in Good Standing present at any general meeting.
4. "**Regulations**" means the rules adopted for the regulation and management of the affairs of the Association by the Board of Directors.
5. "**Minutes**" means the officially approved notes of decisions and actions taken by the Board of Directors, or by the Members.
6. "**Property**" means Wilderness Acres subdivisions 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 14, 15, 16, 17, 19, Beaver Knolls and Wilderness Acres (WA).
7. "**Lot**" means a single subdivided parcel of real estate in the Property.
8. "**Owner**" means and refers to one or more persons or entities that are the record owner of a fee simple title to any Lot which is a part of the Property, including contract buyers, but excluding those having such interest merely as security for the performance of an obligation. Owners also include any person or entity that has agreed in writing to become an Owner and has been approved as an Owner by the Board of Directors.
9. "**Member**" means and refers to every person or entity that is an Owner in the Association.
10. "**Member in Good Standing**" means any Owner whose dues and assessments are paid in full or on contract payment and are current with Manor Lands Property Owners Association.
11. "**Declaration**" means and refers to the Declaration of Establishment of Protective Restrictions and Covenants.
12. "**Wilderness Acres**" means Property.

ARTICLE II

ORGANIZATION

Section 1: Name: This organization shall be known as the Manor Lands Property Owners Association.

Section 2: Purpose: The purpose and objectives of this Association shall be as follows:

General: To protect, preserve, and improve the Property in Wilderness Acres, Summit County, State of Utah for the beneficial use of the Owners, and to preserve the wilderness beauty and grandeur of the area.

Specific:

- (a) To obtain adequate security and fire protection for Wilderness Acres.
- (b) Form an Architectural Control Committee for the Property to insure the enforcement of the Declarations, Bylaws and for the protection of the Owners.
- (c) To study zoning requirements and work with the county to enforce them.
- (d) To work for improvements (no black-top) and maintenance of roads and traffic control in the Property.
- (e) To maintain and enhance the natural environment.
- (f) To serve the public interest without becoming a tool to special interest groups or attempting to solve personal or two party disputes.

Section 3: Principal office: The principal office for the transaction of the business of the Association shall be determined by the Board of Directors but shall be located in the State of Utah. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another within said State of Utah.

Section 4: The Association shall be a non-profit, non-political, non-sectarian, non-racial organization.

ARTICLE III

MEMBERS

Section 1: Membership: Every Member of this Association shall be subject to the provisions of the Articles of Incorporation and these Bylaws. No Owner shall have more than one membership for each Lot owned. Membership shall be appurtenant to and may not be separated from the fee ownership or the contract purchase of any Lot, which is subject to assessment, by the Association. Ownership or contract purchase of such Lot shall be the sole qualification for membership.

Section 2: Transfer: The membership held by any Owner of a Lot shall not be transferred, pledged or alienated in any way, except upon the sale or encumbrance of such Lot, and then only to the purchaser of such Lot. Any attempt to make a prohibited transfer is void, and will not be reflected upon the books and record of the Association. In the event the Owner of any Lot should fail or refuse to transfer the membership registered in his name to the purchaser of such Lot, the Association shall have the right to record the transfer upon the books of the Association.

Section 3: Termination of Membership: Membership in the Association shall automatically terminate when a Member sells and transfers the Lot.

Section 4: Voting rights: All Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article III providing each individual Lot is being assessed and dues are current on each Lot. When more than one person holds such interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Section 5: Plural Membership: A Member may own more than one membership in this Association by complying with the qualifications of membership as set forth in Section 1 and Section 4 of this Article.

Section 6: Dues and Assessments: Members of the Association shall be jointly, severally and personally liable for the payment of such dues and assessments as may from time to time be fixed and levied by the Board of Directors with the assent of two-thirds (2/3rd) of the voting Members at a regular meeting or any special meeting called for that purpose as outlined in Article IV of these Bylaws; provided, however, that such levy must be applied in a uniform manner among Members. Changes in the amount of the annual dues from one year to the next will be limited to 15%, and the due date and delinquency date for the annual dues will be determined by the Board of Directors, and will be set a minimum of one year in advance. If such dues and assessments are not paid by the Member when they are due, they shall bear interest from the date of delinquency at a per annum rate determined by the Board of Directors. Also, the Board of Directors may require the delinquent Member to pay a late charge in an amount determined by the Board of Directors. The Board of Directors, however, upon good cause being shown by the Member for said delinquency may extend the time for payment under special circumstances, provided good cause is shown by said Member within sixty (60) days prior to the date of delinquency.

Section 7: Enforcement of Payment of Dues and Assessments: Should any Member fail to pay their dues and assessments before delinquency, the Association, in the discretion of the Board of Directors, shall have the right to enforce payment of such delinquent dues and assessments by (a) filing and maintaining legal action against such delinquent Member, or (b) recording in the office of the county recorder a claim of lien for such delinquent dues and assessments against the Lot owned by the delinquent Member and by foreclosing such lien in accordance with the laws of the State of Utah then in effect governing the foreclosure of mortgages on real property. There shall be added to any claim hereunder the amount of such delinquent dues and assessments, the late charge, the costs of preparing and filing the complaint or the lien, and in the event a judgment is obtained, such judgment may include said interest and a reasonable attorney's fee, together with the costs of action. No membership may be transferred to a subsequent Owner until all dues, interest, penalty charges, or judgments have been paid in full.

Section 8: Curing of Delinquency: Upon the timely curing of any delinquency for which a notice of claim of lien or any such action has been filed by the Association pursuant to Section 7 of this Article, the officers of the Association shall file or record an appropriate release of such notice or dismissal of such action, as the case may be, upon the payment by the delinquent Member of a fee, to be determined by the Board of Directors, to cover the costs of preparing or filing and

recording such release, together with the payment of such other costs, interests or fees as shall accrued in connection with the delinquency.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1: Place of Meeting: All meetings of Members shall be held at the principal office of the Association, or at such other place as may be fixed from time to time by resolution of the Board of Directors.

Section 2: Annual Meetings: The Board of Directors shall during the month of April each year, call a meeting of the entire membership for the purpose of the annual election of directors, and annual report to the Members. At least thirty (30) days prior to the meeting, the Board of Directors shall prepare and mail to each Member notification of the meeting specifying the place, the day and the hour of the meeting, a meeting agenda including the business to be conducted, a statement of cash flow for the previous year, a proposed budget for the following year, and a ballot of Board of Director candidates, and a list of any new Regulations.

Section 3: Special Meetings: Special meetings of the Members for any purpose may be called at any time by the Board of Directors.

Section 4: Notice of Meetings: Written notice of meetings, annual or special, shall be given to each Member entitled to vote, either personally or by sending a copy of the notice through the mail, postage pre-paid, to the address appearing on the books of the Association, or supplied by the Owner to the Association for the purpose of notice. It shall be the Members' responsibility to notify the Secretary of the Association of any address change. All such notices shall be sent to each Member entitled thereto not less than ten (10) days, (unless otherwise specifically specified differently for a particular meeting by these Bylaws), before each meeting, and shall specify the place, the day and the hour of such meeting, and in the case of special meetings, the general nature of the business to be transacted. If delivery is by mail, it shall be deemed to have been delivered 48 hours after a copy of the same has been deposited in the United States mail.

When any meeting of Members, either annual or special, is adjourned for thirty (30) days or more, notice of the time and place of the next date for the adjourned meeting shall be given as in the case of an original meeting. Except as foresaid, it shall not be necessary to give any notice of the next date for an adjournment meeting.

Section 5: Quorum: Those present at the meeting of Members who are entitled to cast votes or proxies shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. Except where a different portion of the voting power is required by the Articles of Incorporation, the Declaration or these Bylaws, a two-thirds (2/3rd) vote of Members present, in person or by proxy, shall prevail at all meetings.

Section 6: Proxies: Every Member entitled to vote or execute consents shall have the right to do so either in person, or by an agent or agents authorized by a written proxy signed by such Member or his duly authorized agent.

Only Members in Good Standing can solicit proxies. A solicitation for a proxy shall include a proxy statement. The solicited proxy statement shall give the name of the agent who will exercise

the proxy, show the meeting, including the place, date, and time, and inform the Member how the agent will vote and/or provide the Member a means to give the agent written instructions on how to vote on specific elections, proposals and items.

Any and all proxies shall be filed with the secretary of the Association forty eight (48) hours prior to the meeting that the proxies are to be exercised. No proxy shall be valid after the date of the meeting for which it was given.

Section 7: Action without Meeting: Any action which, under any provision of the Articles of Incorporation, these Bylaws or the general non-profit corporation law of the State of Utah, may be taken at a meeting of Members, may be taken without a meeting if authorized in writing signed by two-thirds (2/3rd) of the Members entitled to vote and filed with the secretary of the Association.

Section 8: Meeting Rules: Robert's Rules of Order (revised) will be followed in governing all meetings of the Association.

ARTICLE V

DIRECTORS

Section 1: Powers: Subject to limitations of the Articles of Incorporation, the Declaration, or these Bylaws and the Utah Corporations Code as to action to be authorized or approved by the Members, and subject to the duties of the directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by the Board of Directors. Without prejudice to such general powers but subject to the same limitations, the Board of Directors is vested with and shall have the following powers:

- (a) To select, appoint, and remove all officers, agents, and employees of the Association, to prescribe such powers and duties for them as may be consistent with law, with the Articles of Incorporation, the Declaration and/or these Bylaws, to fix their compensation and to require from them security for faithful service when deemed advisable by the Board of Directors.
- (b) To conduct, manage and control the affairs and business of the Association, and to make and enforce such rules and Regulations therefore consistent with law, with the Articles of Incorporation and/or these Bylaws, as the Board of Directors may deem necessary or advisable. A Regulation may be vetoed by a majority vote of the Members present at an annual meeting of the Association.
- (c) To change the principal office for the transaction of the business of the Association from one location to another within the State of Utah as provided in Article II, Section 3 of these Bylaws.
- (d) To borrow money and to incur indebtedness for the purpose of the Association provided the total indebtedness does not exceed two-thirds (2/3rd) of the reserve funds and the debt is retired within five (5) years of its incurrence, and to cause to be executed and delivered therefore, in the Association's name, promissory notes, bonds, deeds of trust, mortgages, pledges or other evidence of debt and security therefore; to fix and levy from time to time regular dues and assessments upon the Members of the Association with the assent of two-thirds (2/3rd) of the voting Members at a regular meeting or any special meeting called for that purpose as outlined in Article IV of these Bylaws; to fix and levy from time to time in any calendar year special assessments applicable to that year only for capital

improvements with the assent of two-thirds (2/3rd) of the voting Members at a regular meeting or any special meeting called for that purpose as outlined in Article IV of these Bylaws; to determine and fix the due date for the payment of such dues and assessments, and the date upon which the same shall become delinquent pursuant to Article III Section 6 of these Bylaws; provided, however, that such dues and assessments shall be fixed and levied only to provide for the payment of the expenses of the Association and of taxes and assessments upon real or personal property owned, leased, controlled or occupied by the Association, or for labor rendered or materials or supplies used and consumed, or equipment and appliances furnished for the maintenance, improvement or development of such property or for the payment of any and all obligations in relation thereto, or in performing or causing to be performed any of the purposes of the Association for the general benefit and welfare of its Members, and the Board of Directors is hereby authorized to incur any and all such expenditures for any of the foregoing purposes and to provide adequate reserves for replacements as it shall deem to be necessary or advisable in the interest of the Association or welfare of its Members. Such assessments shall be fixed at a uniform rate for all Members. Should any Member fail to pay such dues and assessments before delinquency, the Board of Directors in its discretion is authorized to enforce the payment of such delinquent dues and assessments as provided in Article III, Section 7 of these Bylaws.

- (e) To enforce the provisions of the Declaration covering the Property, these Bylaws or other agreements of the Association.
- (f) To contract for and pay fire, casualty, liability and other insurance insuring the Association common areas, including bonding of the members of any management body, if deemed advisable by the Board of Directors.
- (g) To contract for and pay maintenance, utilities, materials and supplies, and services relating to the common areas and to employ personnel necessary for the operation of the Association including security personnel, legal services, bookkeeping services, and accounting services. To contract for and pay for improvements to community facilities.
- (h) To delegate its powers according to law.
- (i) To grant easements where necessary for utilities over the common area to serve the common areas.

Section 2: Number and Qualification of Directors: The Board of Directors shall consist of the number of directors named in the Articles of Incorporation (not less than three (3) nor more than nine (9)) until changed by an amendment of the Articles of Incorporation, fixing or changing such number, adopted by the vote or written assent of Members entitled to exercise a two-thirds (2/3rd) majority of the voting power.

Director candidacy is open to any natural person who is a Member in Good Standing or an owner of a Member in Good Standing in the Association that also meets the term limit and break in service provisions provided for in Section 3 of this Article. In no event shall more than one Member in Good Standing per dues paying Lot be eligible for director candidacy or to serve as a director.

Section 3: Election and Term of Office: The directors shall be elected at each annual meeting of Members, but if any such annual meeting is not held, or if the directors are not elected thereat, the directors may be elected at any special meeting of Members held for that purpose.

The Board of Directors shall appoint a nominating committee of at least three (3)

Members, eight (8) weeks before the meeting held to elect directors. The committee shall meet and select a slate of names for the vacant director positions. The minimum number of names selected shall be twice as many as the number of vacant director positions. All nominees shall meet the qualifications in Section 2 of this Article. The committee shall contact all nominees and obtain their concurrence to serve. This slate shall be placed in the hands of the secretary of the Association not later than forty-five (45) days before the meeting, and the secretary shall forward copies to the general membership no later than thirty (30) days before the meeting. Members in Good Standing who wish to vote in absentia shall use the ballot of Board of Director Candidates provided them in the notification of the meeting held to elect directors. The voted ballot must be returned and in the hands of the Secretary within forty-eight (48) hours prior to the meeting held to elect directors. A ballot shall be prepared and given to each Member in Good Standing at the meeting. Nominations may be made from the floor at the meeting, and written in on the ballot. A Member will vote his wishes in secret and deposit his voted ballot in a provided ballot box. A count of the ballots will be made and the results announced at the end of the meeting.

All directors shall hold office until their respective successors are elected. The term of office shall be for three (3) years.

A director may only serve two consecutive terms (six years total). If a director serves two consecutive terms or if a director's service is terminated for any reason, a break in service of a minimum of two years must occur, before said person will be eligible to serve as a director again.

Section 4: Vacancies: A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director, or if the Members shall increase the authorized number of directors but shall fail to elect the additional directors as provided for at the meeting at which such increase is authorized, or at an adjournment thereof, or in case the Members fail to at any time elect the full number of the authorized directors.

Vacancies on the Board of Directors shall be filled by a majority of the remaining directors, though less than a quorum, electing a successor who meets the qualification for a director pursuant to Section 2 of this Article to serve the unexpired term. Each director so elected shall hold office until his successor is elected at an annual meeting of Members, or at a special meeting called for that purpose. If any director tenders his resignation to the Board of Directors, the Board shall elect a successor to take office at such time as the resignation shall become effective. For all other vacancies, the Board shall elect a successor to take office within sixty (60) days after said vacancy.

The time served as a director by a person who is elected by the Board of Director to serve an unexpired term shall be considered as a full term as applies to the six-year term limit pursuant to Section 3 of this Article.

No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5: Place of Meetings: All meetings of the Board of Directors shall be held any place or places within the State of Utah, designated at any time by resolution of the Board or by written consent of all members of the Board of Directors. Association Members desiring to attend should contact a member of the Board of Directors for the location.

Section 6: Organization Meeting: At the first Board of Directors Meeting which shall be within sixty (60) days following the election of directors, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business. At this meeting the Board of Directors shall select from their group a President, a Vice-President, a Secretary and a Treasurer from the directors who have served on the current Board of Directors for at least one (1) year. Notice of such meeting is hereby dispensed with.

Section 7: Other Regular Meetings: Other regular meetings of the Board of Directors may be held at such place and date and hour as may be fixed from time to time by resolution of the Board of Directors. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

All meetings of the Board of Directors are open to Members in Good Standing except meetings where legal judgments against an individual or entity are pending and information regarding legal action is privileged to protect the individual's or entity's rights of privacy.

The Board of Directors shall have the inherent right to adopt rules and procedures to govern the Board of Directors meetings, and said rules and procedures shall be on file and opened for inspection by any director or any Member of the Association.

Members who wish to conduct business with the Board must contact the President no later than forty-eight (48) hours prior to the meeting to be placed on the agenda.

Section 8: Special Meetings - Notices: Special meetings of the Board of Directors for any purpose may be called at any time by the President, or if he is unable to or refuses to act, by the Vice President or by any two directors.

Written notice of the time and place of special meetings shall be delivered personally to the directors; or sent to each director by letter, postage prepaid, addressed to him at his address as it is shown upon the records of the Association, or by electronic mail at least ten (10) days prior to the special meeting. Such delivery, mailing or electronic mailing as provided herein shall be legal and personal notice to each such director.

Section 9: Waiver of Notice: The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though a meeting had been duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the Minutes thereof. All such waiver, consents, or approvals shall be filed with the records of the Association or made a part of the Minutes of the meeting.

Section 10: Quorum: A majority of the number of directors as fixed by the Articles of Incorporation shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision made or done by a majority of all the directors then in office at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 11: Adjournment: A quorum of the directors may adjourn any Board of Directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any Board of Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors.

Section 12: Action of Board without a Meeting: Notwithstanding anything to the contrary contained in the Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting and without notice if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 13: Fees and Compensation: No director or officer shall receive any salary for his services as such officer or director. Nothing herein contained shall be construed to preclude any director or officer from serving the Association as agent, counsel, or any capacity other than as such director or officer, and receiving compensation therefore, provided that the vote of any director who is selected to so serve and receive compensation shall not be counted when selection is made.

Section 14: Indemnification of Directors, Officers, and Employees: Except to the extent prohibited by then applicable law, this corporation shall reimburse, indemnify and hold harmless each present and future director, officer, and employee of this corporation and each person who, at the request of this corporation acts as a director, officer or employee of any other corporation in which this corporation has an interest, from and against all loss, cost, liability and expense which may be imposed upon or reasonably incurred by him, including reasonable settlement payments, in connection with any claim, action, suit or proceedings, or threat thereof, made or instituted, in which he may be involved or be made party by reason of his being or having been a director, officer or employee of this corporation or such other corporation, or by reason of any action alleged to have been taken or omitted by him in such capacity, unless it is proven in a court of law that the director, officer, or employee committed against the corporation an act of gross negligence, fraud or criminal misconduct.

The right of indemnification provided in this section shall inure to each person referred to in this section, whether or not the claim asserted against him is based on matters which arose in whole or in part prior to the adoption of this section and in the event of his death shall extend to his legal representatives. The right of indemnification provided in this section shall not be exclusive of any other rights to which any such person, or any other individual, may be entitled as a matter of law (including, without limitation, his rights under the Utah State Corporation Code), or under any agreement, vote of directors or vote of the Members.

Section: 15 Removal of a Director: A director may be removed by a unanimous vote of the other directors, or by a majority vote of the Members present at any annual or special meeting of the membership.

ARTICLE VI

OFFICERS

Section 1: Officers: The officers shall be President, Vice President, Secretary and Treasurer, which officers shall be elected from the directors who have served on the current Board of Directors for at least one (1) year. The officers hold office at the pleasure of the Board of Directors. The same person may not hold any two or more of such offices.

Section 2: Election: The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or until his successor shall be elected and qualified.

Section 3: Subordinate Officers: The Board of Directors may appoint such other officers as the business of the Association may require, each of whom shall hold office for such period, have

such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Section 4: Removal and Resignation: Any officer may be removed, either with or without cause, by the vote of a majority of all the directors then in office at any regular or special meeting of the Board of Directors at which a quorum is present.

Section 5: Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors electing from the current directors a successor to serve the unexpired term of the officer. A successor for the office of President, Vice President, Secretary, or Treasurer shall meet the requirements in Section 1 of this Article.

Section 6: President: The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers of the Association, and shall have such powers, duties and responsibilities as may be prescribed by the Board of Directors or these Bylaws.

The President shall appoint such committees as authorized by the Board of Directors, and he shall be an ex officio member of all standing committees. Said committees shall be composed only of Members in Good Standing.

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

The President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or these Bylaws.

Section 7: Vice President: In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the office of President.

The Vice-President shall be the chairman of the Architectural Control Committee.

The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or these Bylaws.

Section 8: Secretary: The Secretary shall keep, or cause to be kept, a book of Minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Board of Directors and Members, with the time and place of the holding of same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present or represented at Members' meetings and the proceedings thereof. The Minutes of all the Board of Directors' meeting shall include the voting record of each director.

The Secretary shall keep, or cause to be kept, at the principal office, a membership register showing the following:

- (a) The names of the Members and their addresses.
- (b) The Lot which each membership owns.
- (c) The number of memberships held by each Member.
- (d) The number of votes represented by each Member.
- (e) The number and date of membership certificates issued, if any.
- (f) The number and date of cancellation of membership certificates, if any.

The Secretary shall keep, or cause to be kept, at the principal office, the names and addresses of the Board of Directors and their current term(s) of service.

The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by these Bylaws or by law to be given.

The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 9: Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association using usually accepted accounting principles. The books of account shall at all reasonable times be open to inspection by any director or by any Member.

The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse or cause to be distributed the funds of the Association as may be ordered by the Board of Directors. The Treasurer shall quarterly review and substantiate all disbursements of funds and report the results of the review to the Board of Directors.

The Treasurer shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial conditions of the Association.

The Treasurer shall prepare a statement of cash flows for the previous year and a budget for the following year to be sent to the Members at least thirty (30) days before the annual General Membership Meeting in April.

The Treasurer shall prepare or have prepared and submit all county, state, and federal government reports and taxes.

The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

ARTICLE VII

MISCELLANEOUS

Section 1: Record Date and Closing Membership Register. The Board of Directors may fix a time, in the future, not exceeding fifteen (15) days preceding the date of any annual or special meeting of the Members, as a record date for the determination of the Members entitled to notice of and to vote at any such meeting, and in such case only Members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any transfer of any membership on the books of the Association after any record date so fixed. For the purpose of determining such record date, the Board of Directors may close the books of the Association against transfer of membership during the whole, or any part, of such period.

Section 2: Inspection of Corporate Records. The Membership register, the books of account, and Minutes of meetings of the Members' and the Board of Directors' meetings shall be open to the inspection of the directors and Members at reasonable times from time to time and in the manner provided in the Corporations Code of the State of Utah relating thereto.

Section 3: Checks, Drafts, etc.: All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such officer or officers and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 4: Contracts, etc., How Executed: The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agents or agent, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, director, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 5: Inspection of Bylaws: The Association shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended which shall be open to inspection by all of the Members at all reasonable times.

Section 6: Annual Independent Compilation or Review: The Board of Directors shall arrange for an annual independent accountant's compilation or review of the accounts of the Association, and a copy of such compilation or review shall be available for the inspection of each Member, officer or director of the Association within thirty (30) days of completion thereof.

Section 7: Basis for Association Business: The Association will conduct all its business on a calendar year basis.

Section 8: Singular Includes Plural: Wherever the context of these Bylaws requires same, the singular shall include the plural and the masculine shall include the feminine.

ARTICLE VIII

AMENDMENTS

Section 1: Powers of Members: The Bylaws of this Association may be adopted, amended or repealed by the vote or written assent of Members entitled to exercise a two-thirds ($2/3^{\text{rd}}$) majority of the voting power, or the vote of a two-thirds ($2/3^{\text{rd}}$) majority of Members present at a meeting of Members duly called for such purpose provided the proposed amendment has been submitted to each Member together with the advance notice thirty (30) days before said meeting.

Section 2: Record of Amendment: Whenever an amendment or a new Bylaw is adopted, it shall be placed in the book of Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted or written assent was filed, shall be stated in said book.

Section 3: Conflicts: In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles control; and in the case of any conflict between the Declaration and these Bylaws, these Bylaws shall control.

These amendments and restatement to the Bylaws were presented to the Members on the 25 day of April 2005, in a meeting of the Members of the Manor Lands Property Owners Association called for the purpose of amending these Bylaws. After said Amendments were fully discussed and analyzed a motion was made and seconded to adopt these amended and restated Bylaws and to have them become binding upon the Members of the Manor Lands Property Owners Association from and after the date of said adoption, and after said motion was made and seconded, a vote was taken from the membership of the Association being present at the meeting and a majority of more than two-thirds of said Members voted to adopt said Amendments.

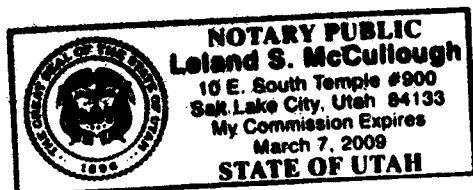
IN WITNESS WHEREOF, the President and Secretary of the Manor Lands Property Owners Association here by sign this Amendment and restatement to the Bylaws through authority given them in the meeting of the Members of the Manor Lands Property Owners Association who adopted this Amendment.

Dale L. Code
President

David D. Andreason
Secretary

STATE OF UTAH)
COUNTY OF Salt Lake : SS

Subscribed, sworn to and acknowledged before me by Dale L. Code, President and David D. Andreason, Secretary whose identities are known to me or proven to me on the basis of satisfactory evidence, this 11th day of June 2005.



[Signature]
NOTARY PUBLIC



EXHIBIT "B"

**ARTICLES OF AMENDMENT AND RESTATEMENT IN TOTAL TO THE
ARTICLES OF INCORPORATION OF
MANOR LANDS PROPERTY OWNERS ASSOCIATION
A NONPROFIT CORPORATION**

RECEIVED

JUN 13 2005

UT. DIV. of CORP. & COMM. CODE Pursuant to the provisions of the Utah Nonprofit Corporation and Cooperative Association Act ("Act"), the undersigned being the President and the Secretary of Manor Lands Property Owners Association do hereby amend in total and restate the Articles of Incorporation as follows:

**ARTICLE I
PURPOSE**

The nonprofit Corporation is organized to protect, preserve, and improve the Property (as defined in the Bylaws) in Wilderness Acres Subdivisions in Summit County, State of Utah for the beneficial use of the Owners, and to preserve the wilderness beauty and grandeur of the area. Specifically, the Corporation is organized to obtain adequate security and fire protection for the Property and have an architectural control committee to insure the enforcement of the declarations, Bylaws and for the protection of the Owners, to work on improvements and maintenance of roads, and for traffic control.

**ARTICLE II
NAME**

The name of the nonprofit Corporation is "Manor Lands Property Owners Association" (the "Corporation").

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address and the current registered office is: c/o Kathy Jenson, 180 West 5500 South, Ogden Utah 84405.

The name and address of the Corporation's registered agent is: L. S. McCullough, II, 10 East South Temple #900, Salt Lake City, Utah 84133.

I hereby accept appointment as registered agent for Manor Lands Property Owners Association.

L. S. McCullough, II
Registered Agent

ARTICLE IV INCORPORATOR

The initial incorporator of this Corporation was Richard Bird, of 4010 Van Buren. Ogden, Utah 84403.

ARTICLE V MEMBERS

This is a non profit corporation and will have voting Members. The Members of this Corporation shall be those persons or entities who own Property as defined in the Bylaws in Wilderness Acres Subdivisions. These Members shall also be deemed to be Owners. The terms "Property, Lot, Owner and Member" are defined in the Bylaws.

ARTICLE VI SHARES

The Corporation will not issue shares of stocks evidencing membership.

ARTICLE VII BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) and not more than nine (9) Members of whom a majority shall form a quorum for conducting business of the Corporation; said directors to be elected and hold office as set forth in the Bylaws adopted by the Corporation which Bylaws and amendments to the Bylaws shall be approved by a two-thirds (2/3rd) vote of the Members who are in attendance at any meeting held for the purpose of adopting or amending the Bylaws.

ARTICLE VIII MEETINGS AND NOTICES

All meetings of the Directors and Members of the Corporation shall be preceded by not less than ten (10) days written notice to the Members. Said notices shall contain the time, place and purpose or purposes of said meeting. Notice of the time, place and purpose or purposes of any meeting of the Members or the Board of Directors may be waived in writing either before or after such meeting is held.

**ARTICLE IX
POWER OF THE MEMBERS AND THE BOARD**

The Members of the Corporation shall have the power to make and alter the Bylaws including the fixing and altering the number of directors, provided they do so in any regularly scheduled meeting of the Members and do so by a vote of two-third (2/3rd) of the Members in attendance at the meeting held for the purpose of amending the Bylaws.

The Board of Directors shall have the power to appoint such officers or committees as the board may deem necessary for transaction of corporate business.

**ARTICLE X
DUTIES OF THE OFFICERS**

The President shall be the chief executive officer of the Corporation. He shall preside over all meetings of the board and of the Members. He shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the board are carried into effect. The president shall be an ex officio member of all standing committees and shall have the general powers and duties of supervision and management assigned to him by the board.

**ARTICLE XI
DUES**

Dues for Members shall be submitted to the Members of the Corporation by the directors at their annual meeting and said dues shall be approved by a vote of not less than two-thirds (2/3rd) vote of those Members being present at said annual meeting called for the purpose of setting dues. Said dues shall be used to conduct the affairs of the Corporation and all Members shall be responsible for paying their dues. The period for said dues shall be annually or as provided for in the Bylaws.

**ARTICLE XII
AMENDMENT TO ARTICLE OF INCORPORATION**

The Articles of Incorporation may be amended or altered by a two-thirds (2/3rd) vote of the Members who are in attendance at any meeting called for the purpose of amending the Articles of Incorporation

This Amendment and Restatement in Total to the Articles of Incorporation was adopted on the 25 day of April 2005 in a meeting of the Members of the Corporation called for the purpose of amending these Articles. The number of votes cast in favor of the amendments by the Members was sufficient for approval by the Members and was more than a two-thirds (2/3rd) vote of Members in attendance at the meeting.

IN WITNESS WHEREOF, the President and Secretary of this Corporation hereby sign this Amendment and Restatement in Total to the Articles of Incorporation through authority given them in the meeting of the Members of the Corporation who adopted this Amendment.



President



Secretary

STATE OF UTAH)
 : ss.
COUNTY OF)

Subscribed, sworn to and acknowledged before me by Dale L. Code, President and David D. Andreason, Secretary whose identities are known to me or proven to me on the basis of satisfactory evidence, this 11 day of June 2005.

