

AMENDED AND RESTATED
BY-LAWS
of
VISTA RIDGE ESTATES HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is VISTA RIDGE ESTATES HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 1331 Dixie Downs Road #175, St. George UT 84770, and meetings of members and directors will be held at Vista Ridge Members Clubhouse at 1331 Dixie Downs Road #175, in the State of Utah and the County of Washington.

ARTICLE II

DEFINITIONS

Section 1. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the property recorded in the office of the Recorder of Washington County, Utah.

Section 2. "Declarant" shall mean and refer to Vista Ridge Estates Homeowners Association, its successors, and assigns, a nonprofit corporation, being the sole entity to file and record these Bylaws. Declarant, also recognizes Developers rights to develop, build, and erect living units to accomplish that which is necessary to complete Vista Ridge Estates.

Section 3. "Homeowners Association" shall mean and refer to the Vista Ridge Estates Homeowners Association, its successors, and assigns, a Utah, nonprofit corporation.

Section 4. "Board of Directors" shall mean and refer to the governing board of the Homeowners Association defined above.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the property, including contract sellers, but excluding those having such interest merely as a security for the performance of an obligation until such party has acquired title pursuant to the foreclosure of any arrangement or proceeding in lieu thereof.

Section 6. "Member" shall mean and refer to every person who or entity which holds membership in the Association.

Section 7. "Property" shall mean and refer to that certain real property hereinbefore described, and such additions thereto as may hereafter be brought within the jurisdiction of the Homeowners Association.

Section 8. "Lot" shall mean and refer to any of the separately numbered and individually described parcels of land shown on the recorded Plat, not including any Common Area.

Section 9. "Common Area" shall mean and refer to all real property, which is not included within the Lots, including all improvements thereto, now owned by the Homeowners Association and currently platted for the common use and enjoyment of the

members (at no added cost beyond regular assessments) and not dedicated for use by the general public, other than utility lines now, or hereafter constructed or located thereon.

Section 10. "Townhome" shall mean and refer to a single-family dwelling unit constructed by the Developer on a lot.

Section 11. "Living Unit" shall mean and a structure which is designed and intended for use and occupancy, as a single-family residence, together with all improvements located on the lot, which are used in conjunction with such residence.

Section 12. "Conveyance" shall mean and refer to actual conveyance of fee title to any Lot to any owner, by a warranty deed or other document of title and shall not mean the mere execution of an installment sales contract.

Section 13. "Person" shall mean and refer to one or more individuals, corporations, limited liability companies, partnerships, associations, labor organizations, director, directors in case under the United States Bankruptcy Code, receivers, and fiduciaries.

Section 14. "Renters" shall mean and refer to anyone, other than homeowners, occupying a unit.

ARTICLE III

MEETINGS of MEMBERS

Section 1. Annual Meeting The annual meeting shall be held on the January 22nd, in the Vista Ridge Clubhouse. If the day for the annual meeting of the members is a legal holiday, or Saturday or Sunday, the meeting will be held at the same hour on the first day following. Written notice of this meeting shall be mailed, or delivered to each Homeowner entitled to vote, thereat, at least thirty (30) days before such meeting is to be held.

Section 2. Special Meetings Special Meetings may be called by (1) the Board of Directors, or (2) the person or persons authorized by the Bylaws or resolution of the Board of Directors to call a special meeting, and (3) at least 10% of all the votes entitled pursuant to the Bylaws to be cast on any issue proposed to be considered at the meeting. For the 10% of the voting power to request a special meeting, they must sign, date, and deliver to an Officer or Board of Directors one or more written demands for the meeting describing the purpose or purposes for which it is to be held in the Vista Ridge Clubhouse.

Section 3. General Meetings The Board of Directors or Officers shall determine how often and when regular meetings are to be held and inform all members of same. They will have a minimum of one a month. All meetings are open to the Association members and will be held in the clubhouse.

Section 4. Failure to Call Meeting After Demand If the Board of Directors or Officers of the Association fails to give notice of a special meeting demanded by at least 10% of the voting power of the Association within thirty (30) days after the demand was delivered to a Director or Office of the Association, a person/persons signing the demand may set the time and give notice to the membership of such Meeting to be held at the Clubhouse. A majority approval vote by members attending this meeting is required on subject to be voted upon.

Section 5 Quorum. A Quorum is the number of members (1/10) who must be present for any action. The Annual Meeting Quorum must be a majority, either in person, absentee, or by proxy. Special Meetings must have 10% of the available votes, either in person, absentee, or by proxy. Business can be conducted at regular meetings by a majority of authorized votes of those in attendance. If, however, such quorum shall not be present, or represented, at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

A majority of Directors constitute a quorum and may conduct business.

Section 6. Proxies At all meetings of members, one person per unit may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 Number The affairs of the Vista Ridge Homeowners Association shall be managed by a Board of five (5) or seven (7) Directors, who must be members of the Association.

Section 2 Term of Office Directors shall be elected for a term of three years. If a Director leaves office before his/her term is up a replacement shall be chosen by the remaining Directors, and approved by the membership the following January to complete his/her term of office.

Section 3 Nominations. Nominations for election to the Board of Directors shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall also be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion determine, but not less than the number of vacancies that are to be filled. All nominees must be Association members.

Section 4 Notice of Election. Notice of the annual meeting to be held every Jan 22nd at 7:00 p.m. at Vista Ridge Clubhouse shall be mailed or delivered, to each homeowner at least 30 days, but not more than sixty days prior to the meeting. In the event of a holiday or Sat or Sun the meeting will be held the following day.

Section 5 Election Procedure Election to the Board of Directors shall be by secret written ballot, either in person, absentee, or by proxy. At an election, the members, or their proxies may cast, in respect to each vacancy, one vote per Unit. The person

who receives the largest number of votes for each vacancy shall be elected.

Section 6 Removal of Directors. Association Board of Directors are elected by the association members, therefore, they can be removed and replaced by the association members. The Bylaws will dictate what steps must be taken to remove a director mid-term. The governing document will require a properly noticed Association Meeting be held, at which a secret vote on the removal issue will be taken. A majority vote for removal by the members attending the meeting is required for removal of Directors, or Officers, of the Association.

Section 7. Compensation. No Director, Officer, or Association Member shall receive compensation for any service rendered to the Vista Ridge Homeowners Association. However, they may be reimbursed for actual approved expenses incurred, with proof of purchase (sales slips, etc.).

Section 8. Powers and Duties. The Bylaws empower the association Board of Directors/Officers with the authority necessary to administer the affairs of the Association. There are however, certain powers which may not be delegated to the Board of Directors/Offices by the Association members, such as the right to unilaterally amend a governing document. The Board of Directors/Officers duties shall include:

- a. Maintaining, repairing, replacing and supervising the common property,
- b. Designating and collecting assessments in accordance with the governing documents and applicable status.
- c. Paying all Association common expenses.
- d. Instituting, recording, and maintaining a payment system to prevent any misuse of association funds.
- e. Arranging for personnel to care for and operate the common property.
- f. Creating and enforcing rules and regulations, including those of conduct for association owners, renters, and guests in the use of the common area and facilities, which are consistent with the governing documents of the Association.
- g. Enforcing all of the governing documents.
- h. A quarterly budget statement of all expenses will be delivered to each unit. Also a yearly total of expenses will be prepared and presented at the annual meeting along with a proposed budget for the following year. This budget must be approved by a majority of those in attendance at the meeting. Also, any annual assessment change must be presented to the Association members at least thirty (30) days prior to each annual meeting.

i. The association is a legal entity, composed of members and Board of Directors, legally capable of entering into binding contracts. Circumstances may require the Board to contract for goods and services. The Association may hire an accountant to audit the financial record or prepare its annual tax return, or hire landscapers and maintenance personnel. Legal council may be necessary. All circumstances beyond the regular monthly bills and budgeted expenses, shall require a majority vote of approval of those members attending the meeting where this action takes place. Notification of this meeting must be given to members at least 2 weeks prior to the meeting at the clubhouse.

j. If Vista Ridge Homeowners Association members hire full or part-time employees they must comply with all applicable employment laws. The Board must confirm with the associations Insurance Broker that the association insurance includes coverage in the event an employee subjects the association to liability.

Section 9 Indemnification of Board of Directors/Officers. The Association will pay the legal cost of defending claim or action against the Board and its Members, and to pay any damages awarded against them. However, individual Board members remain liable for willful, or grossly negligent actions, or omissions.

Section 10 Board of director meetings. A planning Board Meeting and a Board meeting must be held at least once a month in the Vista Ridge Clubhouse. The date and time of these meetings will be chosen by the Board. of Directors. Notification of these will be given to the members in the monthly newspaper, or other notice. The same rules apply for emergency Board meetings. A majority of Directors must be present before any meeting can officially proceed.

Section 11 Conduct of meetings. All meetings are to follow the rules of procedure adherence to Robert Rules of Order, and are open meetings for any member to attend.

Section 12. Records of Minutes and Actions. Minutes will be taken at each Board Meeting, read and approved, by the members in attendance, at the next meeting, and will also be published in the monthly newsletter. Association records and individual member files are to be kept in the clubhouse and should never be taken to individual homes. A backup disk of files may be kept off site.

ARTICLE V

OFFICERS AND THEIR DUTIES

Section 1 Designation. Officers will consist of a President and Vice President and must be chosen by the Board of Directors from the Board of Directors. The Board will appoint a secretary and treasure, who may also be members of the Board of Directors.

Section 2 Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The Officers, President and Vice President, of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he/she shall resign, or shall be removed, with or without cause, by the Board of Directors, or Association members.

Section 4. Special Appointments. The Directors shall appoint committees as the affairs of the association may require, each of whom shall hold office for such period, have such authority, and perform such duties as given them by the Board of Directors.

Section 5. Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board of Directors, however, they may not be removed as a duly elected director. This right is solely vested in the Association Members. Any officer may resign, at any time, giving written notice to the Board of Directors. Such resignation shall take effect on the date of receipt of such notice. The acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. Duties. The duties of the following offices are as follows:

a. **President.** The president, also a member of the Board of Directors, is the chief executive of the association, and presides at all meetings of the association and of the Board of Directors. He or she has all of the general powers and duties usually vested in the office of president of the Association.

b. **Vice President.** The vice-president, also a member of the Board of Directors, shall act in the place and stead of the president in the event of his/her absence.

c. **Director.** The Directors shall act in the place of the president or vice president in the event of their absence, inability, or refusal to act; and exercise and discharge such other duties as may be required to carry on the business of the Association.

d. **Secretary.** The secretary keeps the minutes of all meetings of the Board of Directors and of the Association. In addition, the secretary has charge of such books and papers as the board may direct. He or she performs all the duties of the office of secretary.

e. **Treasurer.** The treasurer is responsible for the associations funds and securities, and for keeping a full and accurate account of all receipts and disbursements in books and on the computer, belonging to the Association. He or she is responsible for depositing all monies, and other valuable effects, in the name and credit of the association in such depositories as may, from time to time, be designated by the Board of Directors.

ARTICLE VI

COMMITTEES

The Board of Directors shall delegate responsibilities to committees. The duties and budgets for each committee shall be approved by the Board of Directors. Any recommendation from committees must be submitted to the Board of Director in charge of that committee for approval.

ARTICLE VII

BOOKS AND RECORDS

The books, records, and papers of the association shall be subject to inspection by any member. The Articles of Incorporation, the Declaration (CC&Rs), and the Bylaws of the Association shall be available for inspection, by any member, at the office of the Association, where copies may be purchased at reasonable cost.

ARTICLE VIII

ASSESSMENTS

As provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments, which are not paid when due, shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum. And the association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot. Notwithstanding any other remedy provided in the Bylaws for collection of assessments, the Association shall reserve the right to withhold and interrupt service of utilities and cable TV to any unit on which the assessment is delinquent.

ARTICLE 1X

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: VISTA RIDGE ESTATES HOMEOWNERS' ASSOCIATION, CORPORATE SEAL, UTAH 1987.

ARTICLE X

AMENDMENTS

Section 1. These Bylaws may be amended at a regular Directors Meeting or a Special Meeting, called for that purpose, by a vote of the majority of a quorum of members present in person, by absentee vote, or by proxy. Notification of proposed changes must be given the Association Members at least two (2) weeks before the meeting.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration (CC&R) and these Bylaws, the Declaration shall control..

ARTICLE XI

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of each year.

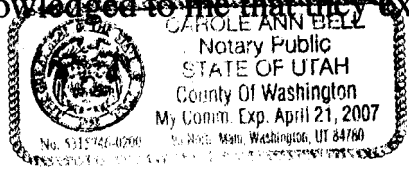
IN WITNES WHEREOF, we, being the President and Vice President of the Board of Directors of the VISTA RIDGE ESTATES HOMEOWNERS ASSOCIATION, have hereunto set our hands this 16 day of Feb, 2004. *W&A*

Wilford L. Griffith
President

L E Smith
Vice President

STATE OF UTAH,)
COUNTY OF WASHINGTON)

On the 16th day of February, 2004, *W&A* personally appeared before me, WILFORD GRIFFITH President & LARRY SMITH, Vice President of the Vista Ridge Homeowners Association and also signers of the foregoing instrument, who duly acknowledged to me that they executed the same.



Carole Ann Bell
Notary Public
Residing at St. George, UT

My commission expires:
04-21-07

CERTIFICATION

I, the undersigned, do hereby certify, THAT I am the duly elected and acting secretary of VISTA RIDGE ESTATES HOMEOWNERS ASSOCIATION, A Utah corporation,

THAT the foregoing Bylaws constitute the Amended and Restated Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 16 day of Feb, 2004. *W&A*

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 17 day of Feb, 2004.

Lu Cille McDaniel
Secretary

