

After recording mail to:

RICHARDS, KIMBLE & WINN, PC
2040 Murray Holladay Rd, Suite 106
Salt Lake City, UT 84117

**AMENDMENT TO THE BYLAWS
OF
FLAGSTAFF OWNERS ASSOCIATION, INC
(ATTACHED AS EXHIBIT B TO THE DECLARATION)**

A. Certain real property in Summit County, Utah, known as Flagstaff (which is part of a master planned community known as Empire Pass at Deer Valley) was subjected to certain covenants, conditions, and restrictions pursuant to a Declaration and set of Bylaws for the governing Association, recorded on February 15, 2008, as Entry Number 00837786, in the Recorder's Office for Summit County, Utah.

B. These Amendments shall be binding against all of the property described in the Declaration and Bylaws any future amendments or supplements thereto, as shown on Exhibit A hereto.

C. These Amendments allow Management Committee members to use proxies for Management Committee meetings and business, should it be necessary, and reduce the required notice to Management Committee members of Committee meetings from thirty (30) days to ten (10) days.

D. Pursuant to Paragraph 11 of the Bylaws, the Management Committee hereby certifies that the necessary votes to amend the Bylaws have been received and that the Management Committee, consistent with said vote, has directed the undersigned to record these Amendments.

NOW THEREFORE, the Association hereby amends the Bylaws as follows:

Paragraph 2, Section 2.14 is hereby replaced in its entirety and now reads as follows:

2.14. Notices of all regular Management Committee meetings shall be given in writing to each member of the Management Committee not less than ten (10) days prior to the meeting, provided that this requirement shall not apply to any member of the Management Committee who has signed a waiver of notice or a written consent to the holding of a meeting.

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Paragraph 2, Section 2.23 is hereby added to the Bylaws to read as follows:

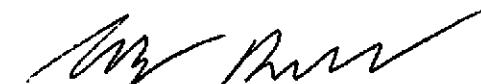
2.23. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a Management Committee member shall be considered to be present at a meeting and to vote on such a proposal if the member has granted a signed written proxy:

(i) To another Management Committee member who is present at the meeting; and

(ii) Authorizing the other member to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. A copy of such proxy shall be included with the minutes of the meeting.

IN WITNESS WHEREOF, THE FLAGSTAFF OWNERS ASSOCIATION has executed these Amendments to the Bylaws as of the 23 day of July, 2013, in accordance with Paragraph 11 of the Bylaws.

FLAGSTAFF OWNERS ASSOCIATION


Printed Name: Sally Robinson
Management Committee Member

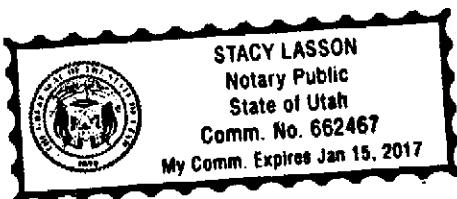
STATE OF UTAH

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COUNTY OF Salt Lake

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On the 23 day of July, 2013, personally appeared before me
Sally Robinson, who being by me duly sworn did that say that they are the
President of the Association and that said instrument was signed in behalf of said Association by
authority of its Board of Directors; and acknowledged said instrument to be their voluntary act and deed.




Notary Public

EXHIBIT A

Legal Description

Units 101, 102, 103, 104, 201, 202, 203, 204, 207, 208, 301, 302, 303, 304, 305, 306, 307, 308, 401, 402, 403, 404, 405, 406, 407, 408, 501, 502, 503, 504, 505, 506, 507, 508, 603, 604, 605, 606 - FLAGSTAFF CONDOMINIUM; according to the official plat on file in the Summit County Recorders Office.

38 total lots.