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Tesch Law Offices, P.C.
PO Box 3390
Park City, Utah 84060

ENTRY NO. 00981895

10/21/2013 08:59:42 AM B: 2212 P: 1882

Declaration PAGE 1/11

MARY ANN TRUSSELL, SUMMIT COUNTY RECORDER

FEE 234.00 BY TESCH LAW OFFICES, PC



AMENDMENT TO EXHIBIT C

THE BYLAWS

TO THE

DECLARATION OF CONDOMINIUM

AND DECLARATIONS OF COVENANTS,

CONDITIONS AND RESTRICTIONS

FOR

THE LODGE AT WESTGATE PARK CITY

RESORT & SPA,

A CONDOMINIUM IN SUMMIT COUNTY, UTAH

FIRST AMENDMENT TO THE BYLAWS

FOR

**THE LODGE AT WESTGATE PARK CITY RESORT & SPA,
A CONDOMINIUM**

*** * ***

This First Amendment to Bylaws for The Lodge at Westgate Park City Resort & Spa, a Condominium, is made this __ day of October, 2013, by The Lodge at Westgate Park City Resort & Spa, a Condominium Project in Summit County, Utah.

WITNESSETH:

WHEREAS, the Bylaws, having been recorded as Exhibit C to the Declaration of Condominium and Declarations of Covenants, Conditions and Restrictions for The Lodge at Westgate Park City Resort & Spa, which is situated in Summit County, Utah, recorded at Entry Number 00818013, BK 1874, PG 0449 of the Records of the Summit County Recorder's Office, and,

WHEREAS, pursuant to Article 7. of the Bylaws, the Board of Directors of the Association may amend as necessary the Bylaws of the Association; and

WHEREAS, the Board of Directors of the Association, having determined that it is appropriate to amend the Bylaws as set forth below:

NOW, THEREFORE, the Bylaws are amended as follows:

AMENDMENT
TO THE BYLAWS OF
THE LODGE AT WESTGATE PARK CITY RESORT & SPA CONDOMINIUM
ASSOCIATION, INC.

Section 3.1 of the Bylaws are amended as follows:

“3.1 Annual Meeting: Each annual meeting of the Owners shall be held in Summit County, Utah, during the third quarter of the year (the months of July, August or September) at a date, time and place set by the Board of Directors, at their sole discretion. Notwithstanding the requirements for an annual meeting of the Owners, the Board of Directors may be elected by Members attending such meeting or by proxies of any members received by the Association prior to the meeting in accordance with the provisions of amended subsection 3.8 of these Bylaws.”

This Amendment revokes the current Section 3.1 of the BYLAWS and replaces it in its entirety.

The Effective Date of this Amendment to Section 3.1 of the BYLAWS is October 15, 2013.

This Amendment of the BYLAWS shall be recorded in the office of the Summit County Recorder as an Amendment to the BYLAWS set forth in Entry No. 00818013 Bk: 1874 Pg: 0479.

This Amendment to the BYLAWS was unanimously approved by the Board at a duly noticed meeting on October 12, 2013

By: _____

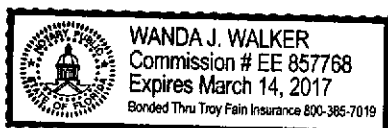
James Preston
President

State of ~~Utah~~ Florida

County of Indian River :ss

I hereby certify that on this 15th day of October, 2013, personally appeared before me James Preston, President of The Lodge at Westgate Park City Resort & Spa Condominium Association, and executed the foregoing.

Notary Public



AMENDMENT
TO THE BYLAWS OF
THE LODGE AT WESTGATE PARK CITY RESORT & SPA CONDOMINIUM
ASSOCIATION, INC.

3.8 Proxies (as Amended).

- (1) A member entitled to vote may vote or otherwise act in person or by proxy.
- (2) Appointment of a proxy must be done as follows:
 - (a) A member may appoint a proxy by signing the attached appointment form (or substantially identical form), either personally or by the member's attorney-in-fact.
 - (b) (i) Subject to Subsection (2)(b)(ii) a member may appoint a proxy by delivering the original copy to the Board or by transmitting or authorizing the transmission of a telegram, teletype, facsimile, or other electronic transmission providing a written statement of the appointment to:
 - (A) the proxy;
 - (B) a proxy solicitor;
 - (C) a proxy support service organization;
 - (D) another person duly authorized by the proxy to receive appointments as agent for the proxy; or
 - (E) the Board of the Association or any member thereof.
 - (ii) An appointment delivered or transmitted proxy under Subsection (2)(b)(i) shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment.
- (3) (a) An appointment of a proxy is effective against the Association when received by it, including receipt of an appointment transmitted pursuant to Subsection (2)(b).
 - (b) An appointment is valid for a maximum of 11 months.
- (4) Any complete copy, including an electronically transmitted facsimile, of an appointment of a proxy may be substituted for or used in lieu of the original appointment for any purpose for which the original appointment could be used.
- (5) An appointment of a proxy is revocable by the member in writing and effective when delivered or transmitted under Subsection (2)(b).
- (6) An appointment of a proxy is revoked by the person appointing the proxy:
 - (a) attending any meeting and voting in person; or
 - (b) signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes:
 - (i) a writing stating that the appointment of the proxy is revoked; or
 - (ii) a subsequent proxy appointment form.
- (7) The death or incapacity of the member appointing a proxy does not affect the right of the

nonprofit corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises the proxy's authority under the appointment.

(8) Subject to Section 16-6a-713 UCA and to any express limitation on the proxy's authority appearing on the appointment form, the Board is entitled to accept the proxy's vote or other action as that of the member making the appointment.

(9) A proxy is not valid unless it is executed on the attached form or a substantially similar single page form. A proxy which is executed as one of several contract terms in a rental management or other agreement is not a valid proxy.

(10) If the proxy states that it is irrevocable by the member for any period of time, it is not a valid proxy.

(11) All proxies currently on file with the Association which meet the requirements of this Section 3.8 as of the Effective Date shall be valid with the proviso that the maximum time of the validity of any proxy shall be limited to 11 months from its execution.

(12) All proxies on file with the Association which do not meet the requirements of this Section 3.8 are not valid.

(13) This Amendment revokes the current Section 3.8 of the BYLAWS and replaces it in its entirety.

(14) The Effective Date of this Amendment to Section 3.8 of the BYLAWS is October 15, 2013

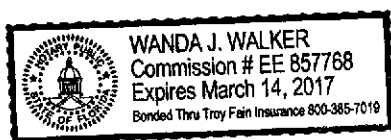
(15) This Amendment of the BYLAWS shall be recorded in the office of the Summit County Recorder as an Amendment to the BYLAWS set forth in Entry No. 00818013 Bk: 1874 Pg: 0479.

This Amendment to the BYLAWS was unanimously approved by the Board at a duly noticed meeting on October 12, 2013.

By: James Preston
James Preston
President

State of ~~Utah~~ Florida
:SS
County of Indian River

I hereby certify that on this 15th day of October, 2013, personally appeared before me James Preston, President of The Lodge at Westgate Park City Resort & Spa Condominium Association, and executed the foregoing.



Wanda J. Walker
Notary Public
00981896 Page 5 of 11 Summit County

APPOINTMENT OF PROXY FORM

I _____ am the owner or principal, majority stockholder or manager or director or partner, trustee or beneficiary of the Owner (circle one) of the legal entity that holds title to the Lodge at Westgate Park City Unit Number _____ (the "Unit").

I hereby appoint the following as my Proxy, to represent and vote all of the membership interests of the Unit at any meeting, special meeting or other voting procedure initiated by the Board of Directors of The Lodges at Westgate Park City Resort & Spa Condominium Association, Inc. (the "Association"). My appointed Proxy may vote, at his(her) sole discretion, on all and any other matters as they arise. This Proxy is effective for 11 months from its execution or until I deliver written notice that it is terminated.

Appointed Proxy [insert name and circle number of appointed proxy.]

1. _____ (full name).
2. President, Board of Directors
3. _____, a Board Member
4. The Association
5. _____ (any other proxy solicitor, proxy support service organization or any other duly authorized legal entity).

I hereby revoke any and all previous Proxies I may have signed.

Owner/Principal/Manager/ /Date
Director/Partner/Trustee/or
Beneficiary of the Owner
(circle one)

Dated received by the Association: _____

EXHIBIT "A"

Bison Lodge

Beginning at a point N89°59'43"W 1347.95 feet along the Section Line and North 147.79 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian; and running thence N47°29'38"W 190.67 feet; thence N42°30'23"E 83.00 feet; thence S47°29'45"E 109 feet; thence N42°29'49"E 121.02 feet; thence S47°29'37"E 81.70 feet; thence S42°30'37"W 204.01 feet to the point of beginning
Contains 25,710 Square Feet or 0.590 Acres

Moose Lodge

Beginning at a point N89°59'43"W 1488.51 feet along the Section Line and North 276.60 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian; and running thence N47°29'38"W 20.76 feet; thence N74°29'38"W 112.60 feet; thence N15°40'46"E 82.67 feet; thence S74°29'44"E 91.72 feet; thence N15°30'22"E 121.33 feet; thence S74°29'33"E 80.00 feet; thence S15°30'30"W 141.10 feet; thence N47°29'45"W 3.58 feet; thence S42°30'23"W 83.00 feet to the point of beginning.
Contains 22,758 Square Feet or 0.522 Acres.

Said property is also known by the street address of:
3000 Canyons Resorts Drive, Park City, UT 84098

Serial No. LWPCRS-Unit #-200 units

Tax Parcel Numbers: LWPCRS-3301A-AM
LWPCRS-3301B-AM
LWPCRS-3303A-AM
LWPCRS-3303B-AM
LWPCRS-3305A-AM
LWPCRS-3305B-AM
LWPCRS-3400-AM
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LWPCRS-3403A-AM
LWPCRS-3403B-AM
LWPCRS-3404-AM
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LWPCRS-3406-AM
LWPCRS-3500-AM
LWPCRS-3501A-AM
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