

**BYLAWS
OF
ELK RIDGE ESTATES OWNERS' ASSOCIATION**

**ARTICLE I
OFFICES**

The principal office of the corporation shall be located at 219 Sugar Leo, St. George, Utah, County of Washington, State of Utah. The corporation may have such other offices, either within or without the State of Utah, as the board of trustees may determine from time to time.

**ARTICLE II
MEMBERS**

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any lot located in the Elk Ridge Estates Subdivision shall be a member of the Elk Ridge Estates Owners Association (the "Association"). Ownership of a lot in the subdivision shall be the sole qualification for membership. The term "owner" does not include persons who hold an interest merely as security for the performance of an obligation unless and until title is acquired by foreclosure or similar proceedings. No owner, whether one or more persons or entities, shall have more than one membership per lot owned. Membership is appurtenant to and may not be separated from lot ownership. Membership in the Association automatically transfers upon transfer of title by the record owner to another person or entity.

Section 2. Qualification for Membership. No person, persons, entity or entities shall exercise the rights of membership until satisfactory proof has been furnished to the secretary of the Association of qualification as a member, or nominee of a member. Such proof may consist of a copy of a duly executed and acknowledged warranty

deed or title insurance policy showing such person, persons, entity or entities, or the person nominating him qualified in accordance therewith, in which event the deed or title insurance policy shall be deemed conclusive in the absence of a conflicting claim based upon a later deed or title insurance policy.

Section 3. Suspension of Membership. The rights of membership are subject to the payment of annual and special assessments levied by the Association. The obligation for payment of assessments becomes a lien upon the stock as provided herein. If a member fails to make payment of any annual or special assessment levied by the Association within thirty (30) days after the same shall become due and payable, the voting rights of such member may be suspended by the Board of Trustees and such member's right to use facilities of the Association may be suspended by the Board of Trustees until such assessment has been paid. Such rights of a member also may be suspended after notice and hearing, for violation of the Declaration of Protective Covenants of Elk Ridge Estates Subdivision, these Bylaws or the Rules of Operation established by the Board of Trustees governing the use of the services, facilities or equipment of the Association.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members for the election of Trustees, the presentation of the annual financial report of the Association and for the transaction of such other business as the Board of Trustees may determine, shall be held at such time and place as may be designated by the Board of Trustees within one year from the date of incorporation of the Association and each subsequent annual meeting of the members shall be held on the first _____ in _____, at the hour of ____:____.m., unless the Trustees, by resolution, direct otherwise.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Trustees, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least thirty (30) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association. Such notice shall specify the place, date and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Waiver of Notice. The notice provided for hereinabove is not indispensable and any meeting of the members shall be deemed validly called for all purposes if all members are represented thereat in person or by proxy, or if a quorum is present and waivers of notice of time, place and purpose of such meeting shall be duly executed in writing either before or after said meeting by those members not so represented or not given such notice. The attendance of any member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 5. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty percent (20%) of the votes of the membership shall constitute a quorum for any action. 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 shall be present or be represented.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to

the meeting for which the proxy is valid. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

Section 7. Voting. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting shall be the act of all the members, unless the act of a greater number is expressly required by law, by the Articles of Incorporation, or these Bylaws. Upon direction of the presiding officer or upon demand of a member, the vote upon any business before a meeting shall be by ballot, but otherwise any such vote need not be by ballot.

Section 8. Procedure. The order of business and all other matters of procedure at every meeting of members shall be determined by the presiding officer.

Section 9. Action Without a Meeting. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all members entitled to vote thereon.

Section 10. Voting by Mail. Whenever members are required or permitted to take any action by vote, such action may be handled by mail voting in the following manner, which may be, at the determination of the Board, the sole method of voting or used in conjunction with in-person voting. Ballots setting forth matters to be voted upon shall be sent to each member by the corporate secretary not more than sixty (60) days and not fewer than thirty (30) days before the date set for the vote. Ballots shall instruct members to seal their ballot in a ballot envelope and then place the sealed envelope into a larger envelope along with a signed paper, provided by the secretary, identifying the member whose vote is contained in the inner envelope. Ballots may be delivered to the secretary in person or by mail. Upon receiving the ballots, the corporate secretary shall open the outer envelope, remove the identification paper and record which members have voted. The identification paper and outer envelope shall

then be separated from the ballot envelope. The ballot envelope shall be retained by the secretary until opened on the date of the vote.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the corporation shall be managed by its board of trustees. Trustees need not be residents of the State of Utah.

Section 2. Number, Tenure, and Qualifications. The number of trustees shall be three (3). Trustees shall be elected at the annual meeting, and the term of office of each trustee shall be until the next annual meeting and the election and qualification of his successor, with an odd number of Trustees elected in odd-numbered years and an even number of Trustees elected in even-numbered years.

Section 3. Annual Meeting. The annual meeting of the board of trustees shall be held without any other notice on the first _____ of _____ of every year. the meeting shall be held at the principal office of the corporation at the hour of _____:_____,_____.m. The board of trustees may provide by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 4. Special Meetings Special meetings of the board of trustees may be called by or at the request of the president or any trustee, and shall be held at the principal office of the corporation or at such other place as the trustees may determine.

Section 5. Notice. Notice of any special meeting of the board of trustees shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each trustee at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage

thereon prepared. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the board of trustees shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the trustees are present at any meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the board of trustees, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the board of trustees and any trusteeship to be filled by reason of an increase in the number of trustees, shall be filled by the board of trustees. A trustee appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 9. Compensation. Trustees as such shall not receive any stated salaries for their services as trustees but a trustee may receive compensation and/or salary for other services performed in behalf of the corporation.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the board of trustees), a

secretary, a treasurer, and such other officers as may be elected in accordance with the provision of this article. The board of trustees may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of trustees. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of trustees at the regular annual meeting of the board of trustees. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of trustees. Each officer shall hold office until his successor has been duly elected and qualifies.

Section 3. Removal Any officer elected or appointed by the board of trustees may be removed by the board of trustees whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Resignation. Any officer may resign at any time by submitting a written resignation to the board of trustees.

Section 5. Vacancies A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of trustees for the unexpired portion of the term.

Section 6. Powers and Duties The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board of trustees. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts The board of trustees may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the board of trustees. In the absence of such determination by the board of trustees, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of trustees may select.

Section 4. Gifts. The board of trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE VII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of trustees having and exercising any of the authority of the board of trustees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All

books and records of the corporation may be inspected by any trustee, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the articles or certificate of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENT OF BYLAWS

These bylaws may be altered, amended, repealed, and new bylaws may be adopted by a majority of the trustees present any any regular meeting or at any special meeting, if at least two (2) days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

STATE OF UTAH)
COUNTY OF WASHINGTON) ss.

CERTIFICATION

I, the undersigned, do hereby certify:

1. I am the duly elected secretary of Elk Ridge Estates Owners' Association, a Utah Corporation,

2. The foregoing Bylaws constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Trustees thereof, held on the _____ day of _____, 19____.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 19____.

Secretary

STATE OF UTAH)
COUNTY OF WASHINGTON) ss.

On this _____ day of _____, 19____, before me personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are signed on the preceding document, and acknowledged before me that he/she/they signed it voluntarily for its stated purpose.

NOTARY PUBLIC
Residing at: _____
My Commission Expires: _____
MC/DC/DN:J:Jacobs, Mark 539002 Elk Ridge:bylaws:3 071302 539002 ss sa