

**AMENDED AND RESTATED
BY-LAWS
OF
ANDERSON RANCH OWNERS ASSOCIATION**

ARTICLE I

NAME AND LOCATION

The name of the corporation is ANDERSON RANCH OWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the Association shall be located in Grantsville, Utah, but meetings of members and Directors may be held at such places within the State of Utah as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" means ANDERSON RANCH OWNERS ASSOCIATION, its successors and assigns.

Section 2. "Common Areas and Facilities" means all real property owned and set aside for the common use and enjoyment of the lot owners.

Section 3. "Declarant" means Anderson Ranch, L.C., and its successors and assigns.

Section 4. "Declaration" means the Enabling Declaration of Covenants, Conditions and Restrictions of Anderson Ranch applicable to the properties and recorded in the Office of the Tooele County Recorder, State of Utah.

Section 5. "Lot" means any lot as shown on the subdivision plat map filed with the Tooele County Recorder with respect to the Project.

Section 6. "Member" means each of those persons entitled to membership in the Association, and with the respective rights, as provided in the Declaration.

Section 7. "Owner" means the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the Project, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 8. "Project" means the subdivision project constructed on that certain real property described in the Enabling Declaration of Covenants, Conditions and Restrictions of Anderson Ranch Subdivision, recorded in the Office of the Tooele County Recorder.

Section 9. All other references used, but not otherwise defined herein, shall have the meanings defined in the Declaration.

ARTICLE III **MEETINGS OF THE MEMBERS OF THE ASSOCIATION**

Section 1. Annual Meetings: An annual meeting of lot owners shall be held on the last Friday in April, or at such other time not more than thirty (30) days before or thirty (30) days after such date, and at such location in Tooele County, Utah as may be designated by written notice of the Board of Directors, or its designate, delivered to the owners not less than ten (10) days prior to the date fixed for said meeting. At the annual meeting, elections shall be held to elect members of the Board of Directors, financial reports shall be given and such other business shall be conducted as may be properly presented.

Section 2. Special Meeting of the Lot Owners: Special meetings of the lot owners may be called at any time by written notice signed by a majority of the Board of Directors, or by the owners having one-half (1/2) of the total votes, delivered not less than fifteen (15) days prior to the date fixed for said meeting. Such meeting shall be held on the Project, or at such other location specified by the person or persons calling the meeting, and the notice thereof shall state the date, time and matters to be considered.

Section 3. Quorum: A quorum for the transaction of business at an Owner's meeting shall consist of a majority of all the undivided ownership interests in common areas and facilities of the Project. If a quorum is not present at an Owner's meeting, whether regular or special, the meeting may be adjourned and rescheduled for a time no earlier than two (2) days, and no later than thirty (30) days, after the time set for the original meeting. No notice of such rescheduled meeting shall be required. A quorum for the transaction of business at the rescheduled meeting

shall be 25% of all the undivided ownership interests in common areas and facilities in the Project.

Section 4. Voting at Meeting of Lot Owners: At any meeting of owners, each owner shall be entitled to one vote for the owner's ownership interest in a lot. Any owner may attend and vote at such meeting in person or by agent duly appointed in writing signed by the owner and filed with the Board of Directors. Where there is more than one record owner for any lot, any or all such owners may attend any meeting of the owners, but they must act unanimously in order to cast the vote to which they are entitled. The Board of Directors may accept the vote cast by any one of the record owners of a lot, unless such vote is objected to by any of the other record owners of such lot, and any disagreement between such record owners shall be resolved among themselves; provided, however, that if the record owners are unable to resolve the disagreements among themselves and act unanimously, the Board of Directors shall not accept the votes of such owners.

In connection with voting by the Members, shall be entitled to one (1) vote for each Lot owned. Class B Members (which principally include the Declarant) shall be entitled to the votes as set forth in the Declaration.

Section 5. Notices: Any notice permitted or required to be delivered as provided herein may be delivered either personally or by mail. If delivery is made by mail, it shall be deemed to have been delivered 24 hours after a copy of the same has been deposited in the United States mail, postage pre-paid, addressed (1) to each such person at the address given by such person to the Board of Directors or Manager for the purpose of service of such notice, or (2) to the address of the lot owner by such person, if no address has been given to the Board of Directors or the Manager. Such address may be changed, from time to time, by notice in writing to the Board of Directors or Manager.

Section 6. Proxies: At all meetings of members, each member may vote either in person or by proxy. All proxies shall be in writing duly signed and dated by the voting member and filed with the Secretary of the Association. Every proxy shall be revocable either in writing or

personal appearance and shall be automatically void upon conveyance by the member of that member's lot.

ARTICLE IV
SELECTION AND TERM OF THE BOARD OF DIRECTORS

Section 1. Number: The affairs of this Association shall be managed by a Board of at least three (3) Directors and not more than nine (9), who need not be members of the Association. The Board, as of the date of adoption of these Amended and Restated Bylaws, shall consist of seven (7) Directors.

Section 2. Limitation on Directorship: Only one owner of any Lot may serve on the Board at any one time. Any Director who comes into violation of any covenants, conditions and restrictions ("CC&Rs"), and who fails to correct that violation within ninety (90) days after receipt of written notice from the Board of that violation, shall be removed as Director upon majority vote of the other Directors. For purposes of this Section 2, a person shall be deemed to be in violation of the CC&Rs is the continuation of the violation after receipt from the Board of a second notice of non-compliance.

Section 3. Term of Office: At the first annual meeting, the members shall elect three (3) Directors to serve for a term of one (1) year each and four (4) Directors to serve a term of two (2) years each. At each annual meeting thereafter the Director or Directors to be elected shall be for a term of two (2) years each. If the majority of the members decides to increase the number of Directors from time to time, the members shall have the right to fill vacancies occasioned by such increase, and such newly elected Directors shall serve terms of two (2) years each and until their successors are duly elected and qualified.

Section 4. Removal: Any Director may be removed from the Board, with or without cause, by a majority vote of the voting members of the Association. Upon the death, resignation or removal of a Director, a successor Director shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.

Section 5. Compensation: No Director shall receive compensation for any service the Director may render to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of the Director's duties.

Section 6. Action Taken Without a Meeting: The Board of Directors shall have the authority to take any action in the absence of a meeting which the Directors could take at a meeting by obtaining the written waiver and approval of all of the Directors. Any action so approved shall have the same force and effect as though taken at a meeting of the Directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination: Nomination for election to the Board of Directors shall be made either (a) by a Nominating Committee, or (b) 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 one (1) or more voting members of the Association. The Nominating Committee shall be specified and 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 make as many nominations for elections to the Board of Director as it shall, in its discretion, deem proper. Nominations may be made from among members or non-members.

Section 2. Election. Elections to the Board of Directors shall be by secret written ballot, unless all of the members present elect otherwise. At such elections the voting members or proper proxies, may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.

ARTICLE VI
MEETING OF BOARD OF DIRECTORS

Section 1. Regular Meetings: Regular meetings of the Board of Director may be held monthly, or at least once every three (3) months, without notice, at such place and hour as may be fixed, from time to time, by resolution of the Board.

Section 2. Special Meetings: Special meetings of the Board of Directors shall be held when called by (a) the President of the Association, or (b) by any two (2) Directors, after not less than three (3) days written notice to each Director.

Section 3. Quorum: A majority of the Directors shall constitute a quorum for the transaction of business. Every act or decision authorized by a majority of the Directors present at a duly called and constituted meeting shall constitute the action of the entire Board of Directors.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers: The Board of Directors shall have the power to:

a. adopt and publish rules and regulations governing the use of the common areas and facilities by the members and their guests, and to establish penalties for any infraction thereof; and

b. to suspend the voting rights and right to use of the common areas and facilities of a member during any period in which such members shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days from infraction of published rules and regulations; and

c. to exercise on behalf of the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration; and

d. to declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

e. to employ and arrange for compensation of a manager, an independent contractor, and employees as it deems necessary, and to prescribe their duties.

Section 2. Duties: It shall be the duty of the Board of Directors:

a. to cause to be kept a complete record of all its acts and the affairs of the Association and to present a statement thereof to the members at the annual meeting of the Association; and to present such statement at any special meeting upon written request given at least ten (10) days prior to such meeting by one-fourth (1/4) of the members entitled to vote; and

b. to supervise all officers, managers, agents and employees of the Association, and to assure that their duties are properly performed; and

c. as more fully provided in the Declaration, to:

(i) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period; and

(ii) to send written notice of any assessment to every owner subject thereto at least thirty (30) days in advance of the annual assessment; and

(iii) to foreclose any lien against any property for which assessments are not paid or bring an action at law against the owner personally, as authorized by the Declaration; and

d. to issue, or to cause to be issued, upon demand by any voting manner, a written statement setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of any statement. If a

signed statement verifies that an assessment has been paid, such statement shall be conclusive evidence of payment; and

e. to acquire and maintain adequate liability and hazard insurance on the common areas and facilities owned by the Association; and

f. to require all officers, managers and employees having fiscal responsibilities to be bonded as the Board may deem appropriate; and

g. to cause the common areas and facilities to be maintained; and

h. to take all other actions directed or permitted in the Declaration.

ARTICLE VIII **OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Offices: The officers of the Association shall be a President, Vice-President, Secretary, and a Treasurer, and such other officers as the Board of Directors may, from time to time, create by resolution. Each officer shall be one of the members of the Board of Directors.

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

Section 3. Term: Each year, the Vice-President shall succeed to the office of President. Each officer shall hold office of one (1) year unless the officer shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments: The Board may elect such other officers 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 the Board may, from time to time, determine necessary.

Section 5. Resignation and Removal: The Board may remove any officer from office, with or without cause. Any officer may resign at any time upon giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of

such notice or at any later time specified herein, and unless otherwise specified to make it effective.

Section 6. Vacancies: A vacancy in any office may be filled by appointment from the Board of Directors. The officer appointed to such vacancy shall have all of the powers of the appointed office and shall serve for the remainder of the term of the officer replaced.

Section 7. Multiple Offices: Except for the office of President, the same person may hold more than one office.

Section 8. Duties: The duties of the officers are as follows:

President

a. The President shall preside at all meetings of the Board of Directors and members and shall assure that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes. The other co-signator shall be as directed by the Board of Directors.

b. The President shall appoint, remove and fix the compensation of all managers, agents and employees of the Association subject to approval by the Board of Directors.

c. The President shall enforce these By-Laws and perform all of the duties and obligations required or established by law as incident to the office of President.

Vice-President

d. The Vice-President shall act in the absence or inability of the President, rendering and performing all duties of the President with full authority, and shall exercise and discharge such other duties as may be required of him by the President.

Secretary

e. The Secretary shall record the votes and keep the Minutes of all meetings and proceedings of the Board of Directors and of the members; keep the seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the

Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the President. The Secretary shall receive and attend to all correspondence and perform all of the duties and obligations incident to the office of Secretary.

Treasurer

f. The Treasurer shall receive and deposit in appropriate bank accounts the money of the Association and such funds as directed by the President or by resolution of the Board; shall keep proper books of account; cause an annual examination of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE IX COMMITTEES

The Association may appoint a Management Committee as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out the requirements and purposes of the Association.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall, during reasonable business hours, be subject to inspection by voting members. The Declaration, Articles of Incorporation and these By-Laws shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI
SEAL OF THE ASSOCIATION

The seal of the Association, if the Directors choose to adopt a seal, shall be in such form as selected by the Board of Directors.

ARTICLE XII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the voting members upon the vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII
MISCELLANEOUS

These By-Laws shall be interpreted according to the laws of the State of Utah.

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of ANDERSON RANCH OWNERS ASSOCIATION, have hereunto set our hands this 7th day of January, 2005



WES HAAS



MIKE CAFARELLI

9/16/05
JEFF COON

Travis Shores
TRAVIS SHORES

Traci Stevens
TRACI STEVENS

Jewel Allen
JEWEL ALLEN

Jim Keech
JIM KEECH

Bill Gull

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the Association, an Association created within the State of Utah; and;

THAT the foregoing By-Laws constitute the original By-Laws of ANDERSON RANCH OWNERS ASSOCIATION, as adopted at a meeting of the Board of Directors thereof, held on the 7 day of January 2005

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 7 day of January 2005

Traci Stevens
Secretary

STATE OF UTAH)
 Salt Lake)
 :SS)
COUNTY OF ~~POO~~)

On the 7th day of January, 2005, personally appeared before me Traci Stevens, who being first duly sworn did say that he or she is the Secretary of ANDERSON RANCH OWNERS ASSOCIATION, and that the above document was executed on behalf of said corporation.



[Handwritten Signature]

NOTARY PUBLIC