

After Recording Return To
Justin W. Wayment
WAYMENT & JONES LAW
51 East 400 North, Bldg #1
P.O. Box 1808
Cedar City, UT 84721

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NOTICE OF BYLAWS

OF

OLD SORREL RANCH OWNERS ASSOCIATION, INC.

The Bylaws of Old Sorrel Ranch Owners Association, Inc. were signed and in force and effect as of July 7, 2019. The Declarant now desires that the attached Bylaws are to be recorded in the records of the Iron County Recorder, State of Utaas, as required by Utah Code Ann. 57-8a-216, against the properties stated in Exhibit A.

IN WITNESS WHEREOF, OLD SORREL RANCH OWNERS ASSOCIATION, INC. Has executed this document for recording on this 21 day of August, 2019.

**OLD SORREL RANCH OWNERS
ASSOCIATION, INC.**

Steven Armbrust

STATE OF ILLINOIS)

:SS

County of Kane)

On the 21 day of August, 2019, personally appeared before me Steven Armbrust who, being first duly sworn, did that say that he is the managing member of Declarant and a Board of Trustee for the Old Sorrel Ranch Owners Association, Inc. and that the foregoing instrument was signed in behalf of said Association after being duly authorized to sign the same.

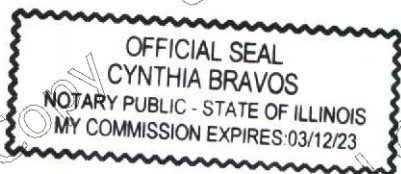

Notary Public

EXHIBIT A - OLD SORREL RANCH, PHASE 1

BEGINNING AT THE WEST QUARTER CORNER OF SECTION 17, TOWNSHIP 36 SOUTH, RANGE 11 WEST, SALT LAKE MERIDIAN; THENCE ALONG THE QUARTER SECTION LINE OF SAID SECTION S89°59'01"E 46.78'; THENCE N00°17'05"E 131.82'; THENCE N43°20'15"E 666.00'; THENCE N46°47'30"W 201.00' TO THE EASTERLY RIGHT-OF-WAY (R.O.W.) LINE OF WEST VIEW DRIVE; THENCE ALONG SAID R.O.W.; THENCE ALONG SAID R.O.W. N42°43'50"E 306.80' TO THE SOUTHWESTERLY BOUNDARY OF HIDDEN HILLS COVE, PHASE 1 SUBDIVISION; THENCE ALONG SAID BOUNDARY S36°28'32"E 541.75'; THENCE S53°31'28"W 174.00'; THENCE S36°28'32"E 7.27'; THENCE S43°20'15"W 523.40'; THENCE S11°47'18"W 60.48' TO A POINT ON A NON-TANGENT CURVE TO THE LEFT (RADIUS POINT BEARS S11°47'18"W); THENCE ALONG THE ARC OF SAID CURVE 44.86' WITH A RADIUS OF 1119.50' AND CENTRAL ANGLE OF 2°17'46"; THENCE S09°25'23"W 165.40' TO A POINT ON A NON-TANGENT CURVE TO THE RIGHT (RADIUS POINT BEARS S09°25'30"W); THENCE ALONG THE ARC OF SAID CURVE 297.97' WITH A RADIUS OF 954.00' AND CENTRAL ANGLE OF 17°53'54"; THENCE S62°40'45"E 100.34'; THENCE S27°19'15"W 126.50'; THENCE S62°40'45"E 8.65'; THENCE S27°19'15"W 177.00'; THENCE N62°40'45"W 108.99' TO THE POINT-OF-CURVATURE (P.C.) OF A CURVE TO THE LEFT; THENCE ALONG THE ARC OF SAID CURVE 234.11' WITH A RADIUS OF 650.50' AND CENTRAL ANGLE OF 20°37'12"; THENCE N00°29'01"W 50.77'; THENCE S89°30'59"W 225.11' TO A POINT ON THE WEST SECTION LINE OF SAID SECTION 17; THENCE ALONG SAID SECTION LINE N00°34'29"W 406.72' TO THE POINT-OF-BEGINNING (P.O.B.) AND CONTAINS 13.16 ACRES.

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**BYLAWS
OF**

**OLD SORREL RANCH OWNERS
ASSOCIATION, INC.**

ARTICLE I. NAME AND OFFICE

Section 1. Name. The name of the corporation is Old Sorrell Ranch Owners Association, Inc.

Section 2. Principal Office. The principal office of the corporation in the State of Utah shall be located in Iron County, State of Utah, with the address of any meeting as the Board of Trustees may designate or as the business of the corporation may require from time to time.

Section 3. Registered Office. The registered office of the corporation required by the Utah Business Corporation Act to be maintained in the State of Utah may be, but need not be, identical with the principal office in the State of Utah, and the address of the registered office may be changed from time to time by the Board of Trustees. Until otherwise designated, the registered office shall be as follows: 51 East 400 North, Bldg #1 Cedar City, Ut., 84721.

ARTICLE II. DEFINITIONS

Section 1. The following definitions shall apply:

"Association" shall mean and refer to the Old Sorrel Ranch Owners Association, a Utah non-profit Corporation organized by the filing of the Articles of Incorporation

"Articles" shall mean and refer to the Articles of Incorporation of Old Sorrel Ranch Owners Association.

"Declaration" shall mean and refer to the instrument entitled "Old Sorrel Ranch Declaration of Covenants and Restrictions".

"Developer" shall mean and refer to Art and Vada Armbrust Family Properties, LLC, its successors or assigns.

"Lot" shall mean and refer to any plot of land, with delineated boundary lines, appearing on the Maps

with the exception of the Common Area and any plots of land to be used by Developer in developing common facilities. The term "Improved Lot" shall mean any Lot upon which has been constructed any house or other dwelling. The term "Unimproved Lot" shall refer to any Lot which is not an Improved Lot.

"Member" shall mean and refer to every person who holds membership in the Association.

"Property" or "Properties" shall mean and refer to all real property which becomes subject to the Declaration, together with such other real property as may hereafter be annexed thereto under the provisions of the Declaration.

"Owner" shall mean shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot, including the Developer if it owns any Lot and including contract sellers, but excluding those having such interest merely as security for the performance of an obligation, except for those specific rights provided to a secured holder identified herein.

"Board of Trustees" or the "Board" shall mean and refer to the Board of Trustees for the Association.

"Development" or "Project" shall mean and refer to Old Sorrel Ranch Subdivision, Phase 1, a residential development proposed to be developed on the Properties by the Declarant in several phases.

ARTICLE III. MEMBER MEETINGS

Section 1. Annual Meeting. The annual meeting of the members shall be held on the second Saturday in June of each year or as otherwise determined by the Trustees, beginning with the year 2020, at the hour of 10:00 a.m., for the purpose of electing Trustees and for the transaction of such other business as may come before the meeting. Election of Trustees shall be by secret ballot. The initial annual meeting shall be the organization meeting of the Corporation. If the day fixed for the annual meeting shall be a legal holiday in the State of Utah, such meeting shall be held on the next succeeding business day. If the election of Trustees shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

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Section 2. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, or by the Board of Trustees, in accordance with the notice provisions herein, and shall be called by the President at the request of the holders of not less than one-fourth (1/4) of all the outstanding members of the corporation entitled to vote at the meeting.

Section 3. Place of Meeting. The Board of Trustees may designate any place within Iron County, State of Utah, as the place of meeting for any annual meeting or for any special meeting called by the Board of Trustees. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, within Iron County, State of Utah, as the place for the holding of such meeting without sufficient Notice as required hereafter. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Utah.

Section 4. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the stock transfer books of the corporation, with postage thereon paid. If any meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment, with the exception to new members added after adjournment. A waiver of such notice required herein may be made if in writing, signed by the member and delivered to the Board of Trustees for incorporation in the minutes.

Section 5. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Trustees of the corporation shall identify those current owners of record of any lot within the Old Sorrell Ranch Subdivision as found in the Membership Transfer Book. When a determination of

members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 6. Voting Lists. The officer or agent having charge of the membership transfer books for membership interests of the corporation shall make, at least ten (10) days before each meeting of members, a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of membership interests held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original membership transfer book shall be prima facie evidence as to who are the members entitled to examine such list or transfer books or to vote at any meeting of members.

Section 7. Quorum. Except as otherwise provided in the Articles, or by law, the members present in person or by proxy after proper notice of the meeting shall constitute a quorum at any meeting of the Members. For other purposes, including an informal meeting, a majority of the outstanding membership interests of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. At such meeting at which a quorum shall be present or represented, any business may be transacted which shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. Proxies. At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. A proxy may be exercised by a member or non-member on the member's behalf.

Section 9. Voting of Membership Interest. Each outstanding membership interest in a Lot, other than Declarant, shall be entitled to one vote as

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designated in the Articles of Incorporation upon each matter submitted to a vote at a meeting of members. Declarant shall be entitled to three (3) votes until 75% of the Lots have been sold.

Section 10. Voting of Membership Interest by Certain Holders. Membership Interest standing in the name of another corporation may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe, or, in the absence of such provisions, as the Board of Trustees of such corporation may determine.

Membership Interest held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such Membership Interest into his name. Membership Interest standing in the name of a Trustee may be voted by him, either in person or by proxy, but no Trustee shall be entitled to vote a Membership Interest held by him without a transfer of such Membership Interest into his name.

Membership Interest standing in the name of a receiver may be voted by such receiver, and Membership Interest held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A member whose Membership Interests are pledged shall be entitled to vote such Membership Interests until the Membership Interests have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the Membership Interests so transferred.

Section 11. Necessary Vote. Except as otherwise required by law, the Articles or the Declaration, the affirmative vote of a majority of all those which members present in person or represented by proxy are entitle to cast at a meeting shall be sufficient for the adoption of any matter voted on by the Members.

Section 12. Informal Action by Members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, except as otherwise limited by Utah law, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum voting power that would be necessary to authorize or take the action at a meeting at which all

members entitled to vote on the action were present and voted.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Trustees.

Section 2. Number, Tenure and Qualifications. The number of Trustees of the corporation shall be at a minimum of three (3) until the Bylaws have been amended to include additional Trustees which shall not exceed five (5) Trustees. Each Trustee shall hold office for a period of three years or until his successor shall have been elected and qualified. The terms shall be staggered with the election of not less than one Trustee at each Regular or Special Member Meeting. Trustees need not be residents of the State of Utah but must be members of the corporation unless appointed by the Declarant who shall have sole authority to appoint the Trustees until 75% of the Property in any Phase has been sold, or until seven (7) years has lapsed since the filing of the Declaration.

Section 3. Regular Meetings. A regular meeting of the Board of Trustees shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Trustees may provide, by resolution, the time and place, either within or without the State of Utah, for the holding of additional regular meetings without other notice than such 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. The person or persons authorized to call special meetings of the Board of Trustees may fix any place, either within or without the State of Utah, as the place for holding any special meeting of the Board of Trustees called by them.

Section 5. Notice. Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally or mailed to each Trustee at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be 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 a meeting shall

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constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice of waiver of notice of such meeting.

Section 6. Quorum. Two Trustees fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 7. Manner of Acting. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 8. Vacancies. Any vacancy occurring in the Board of Trustees may be filled by the other Board of Trustee. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Trusteeship to be filled by reason of an increase in the number of Trustees shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 9. Compensation. By resolution of the Board of Trustees, the Trustees may be paid their expenses, if any, of attendance at each meeting of the Board of Trustees and may be paid a fixed sum for attendance at each meeting of the Board of Trustees or a stated salary as Trustee. No such payment shall preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefor unless prohibited hereunder.

Section 10. Presumption of Assent. A Trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

Section 11. Removal of Trustees. Any one or more of the Trustees may be removed either with or without cause, at any time by a vote of the members

holding a majority of the membership, at any special meeting called for the purpose but only in accordance with their voting rights.

Section 12. Action without Meeting. Any action required or permitted by these Bylaws which may be taken at a Board of Trustees' meeting, may be taken without a meeting upon unanimous written consent of Board of Trustees.

ARTICLE V. OFFICERS

Section 1. Number. The officers of the corporation shall be a President, one or more Vice Presidents if specified by the Board of Trustees, a Secretary and/or a Treasurer, each of whom shall be elected by the Board of Trustees. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Trustees. Any two or more offices may be held by the same person. Any Board of Trustee may serve as an officer.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Trustees shall be elected annually by the Board of Trustees at the first meeting of the Board of Trustees held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

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

Section 4. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Trustees, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the Board of Trustees. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Trustees, certificates for Membership Interests of the corporation, any deeds, notes, mortgages, bonds, contracts or other instruments which the Board of Trustees has authorized to be

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executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board of Trustees from time to time.

Section 5. The Vice Presidents. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or an Assistant Secretary, certificates for Membership Interests of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Section 6. The Secretary. The Secretary shall: (a) keep the minutes of the members' and of the Board of Trustees' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) sign with the President, or a Vice President, certificates for Membership Interests of the corporation, the issuance of which shall have been authorized by resolution of the Board of Trustees; (f) have general charge of the membership transfer books of the corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Section 7. The Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of

the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws and (b) in general perform all of the duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Section 8. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries, when authorized by the Board of Trustees, may sign with the President or Vice President certificates for Membership Interests of the corporation in the issuance of which shall have been authorized by a resolution of the Board of Directs. The Assistant Treasurers shall respectively, if required by the Board of Trustees, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Trustees.

Section 9. Salaries. No officer shall receive a salary for serving as an officer.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, 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 confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other 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, 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.

Section 4. Deposits. All funds of the corporation not otherwise employed 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.

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ARTICLE VII. INDEMNIFICATION AND LIABILITY

Section 1. No Trustee, past or present, shall be liable to the corporation or its members for monetary damages for any action taken or any failure to take action, as a Trustee, except for the following:

- (a) the amount of a financial benefit received by said Trustee to which he is not entitled;
- (b) an intentional infliction of harm on the corporation or the members;
- (c) for the amount of a distribution for which said Trustee voted, and which is inconsistent with the Articles of Incorporation or applicable law; and
- (d) an intentional violation of criminal law.

Section 2. Officer, Trustee, Employee and Agent Indemnification. (1) The corporation shall indemnify any individual made a party to a proceeding because he or she is or was a Trustee, officer, employee, fiduciary or agent (hereafter "Corporate Official") of the corporation against liability incurred in the proceeding if:

- (a) his conduct was in good faith;
- (b) he reasonably believed that his conduct was in, or not opposed to, the corporation's best interest; and
- (c) in the case of any criminal proceedings, he had no reason to believe his conduct was unlawful.

(2) A Corporate Official's conduct with respect to any employee benefit plan for a purpose he reasonably believed to be in or not opposed to the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of Subsection (1)(b).

(3) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Corporate Official did not meet the standard of conduct described in this section.

(4) The corporation may not indemnify a Corporate Official under this section:

- (a) in connection with a proceeding by or in the right of the corporation in which the Corporate Official was adjudged liable to the corporation; or
- (b) in connection with any other proceeding charging that the Corporate Official derived an improper personal benefit, whether or not involving action in his official capacity, in which proceeding he was adjudged liable on the basis that he derived an improper personal benefit.

(5) Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

(6) In addition to the indemnification set forth above, the corporation shall indemnify a Corporate Official who was successful, on the merits or otherwise, in the defense of any proceeding, or in the defense of any claim, issue, or matter in the proceeding, to which he was a party because he is or was a Corporate Official of the corporation, against reasonable expenses incurred by him in connection with the proceeding or claim with respect to which he has been successful.

Section 3. Determination and Authorization.

(1) The corporation may not indemnify a Trustee, officer, employee, fiduciary or agent as set forth above unless a determination has been made in the specific case that indemnification is permissible in the circumstances because the applicable standards of conduct have been met. Similarly, the corporation may not advance expenses unless authorized in the specific case and after the written affirmation and undertaking as required above are received.

(2) The determinations required hereunder shall be made:

(a) by the board of Trustees by a majority vote of those present at a meeting at which a quorum is present, and only those Trustees not parties to the proceeding shall be counted in satisfying the quorum; or

(b) if a quorum cannot be obtained as contemplated in Subsection (2)(a), by a majority vote of a committee of the board of Trustees designated by the board of Trustees,

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which committee shall consist of two or more Trustees not parties to the proceeding, except that Trustees who are parties to the proceeding may participate in the designation of Trustees for the committee;

(c) by special legal counsel:

(I) selected by the board of Trustees or its committee in the manner prescribed in Section (a) or (b); or

(ii) if a quorum of the board of Trustees cannot be obtained under Subsection (a) and a committee cannot be designated under Subsection (b), selected by a majority vote of the full board of Trustees, in which selection Trustees who are parties to the proceeding may participate; or

(d) by the members, by a majority of the votes entitled to be cast by holders of qualified Membership Interests present in person or by proxy at a meeting.

(3) A majority of the votes entitled to be cast by the holders of all qualified Membership Interests constitutes a quorum for purposes of action that complies with this section. Members' action that otherwise complies with this section is not affected by the presence of holders, or the voting, of Membership Interests that are not qualified Membership Interests.

(4) Authorization of indemnification and advance of expenses shall be made in the same manner as the determination that indemnification or advance of expenses is permissible. However, if the determination that indemnification or advance of expenses is permissible is made by special legal counsel, authorization of indemnification and advance of expenses shall be made by a body entitled under Subsection (2)(c) to select legal counsel.

Section 5. Scope of Indemnification. The indemnification authorized by this Article shall apply to all present and future Trustees, officers, employees and agents of the corporation and shall continue as to such persons who cease to be Trustees, officers, employees or agents of the corporation and shall inure to the benefit of the heirs, executors and administrators of all such persons and shall be in addition to all other rights

to which such persons may be entitled as a matter of law.

Section 6. Payments Out of Common Expense Fund. All payments made pursuant to this Article shall constitute expenses of the corporation and shall be paid with funds from the Common Expense Fund.

ARTICLE VIII. RULES AND REGULATIONS

Section 1. Adoption of Rules and Policies. The Board of Trustees may adopt such Rules and Policies regulating the use of open or common areas, to enforce the terms of the Declaration, and to manage all affairs of the Corporation, its Articles, Bylaws and the Declaration.

Section 2. Adoption of Procedures. The Board of Trustees may adopt such Procedures as they deem necessary to operating and govern the Association, to enforce the Declaration and manage all affairs of the Corporation.

ARTICLE IX. FISCAL YEAR

Section 1. Fiscal Year Adopted. The fiscal year of the corporation shall be as follows: calendar year.

ARTICLE X. DUES

Section 1. Dues. The Board of Trustees shall have authority to establish regular and special dues and assessments for the purpose of maintaining, improving, fixing, or otherwise addressing the needs of the corporation or the Properties. The rates to be charged and paid by each lot owner shall be sufficient to cover all operating costs and to carry sufficient funds to insure the ability of the corporation to properly manage its affairs and maintain the Properties. The corporation shall have authority to place liens against the property of any member for unpaid dues and assessments and may pursue any and all remedies including the foreclosing of lien against any delinquent lot as permitted by law. Notice of all rate changes or assessed dues shall be provided by the Board of Trustees pursuant to the terms of provisions of notice contained in these bylaws and the Declaration.

ARTICLE XI. SEAL

Section 1. Seal Adopted. The Board of Trustees shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the

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name of the corporation and the state of incorporation and the words, "Corporate Seal."

ARTICLE XII. WAIVER OF NOTICE


Section 1. Notice May be Waived. Whenever any notice is required to be given to any member or Trustees of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Utah Business Act, 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 XIII. AMENDMENTS

Section 1. How Amended. These Bylaws may be altered, amended, repealed or added to by the vote of the Board of Trustees of this corporation at any regular meeting of said Board, or at a special meeting of Trustees called for that purpose, provided a quorum of the Trustees as provided by law and by the Certificate of Incorporation are present at such regular or special meeting. These Bylaws and any amendments thereto and new bylaws added by the Trustees may be amended, altered or replaced by the members at any annual or special meeting of the members.

IN WITNESS WHEREOF, the foregoing Bylaws were adopted and approved by the members at their organizational meeting duly called and held on the 7 day of July, 2019.

Art and Vada Armbrust Family Properties, LLC


By: Steven Armbrust
Its: Manager

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Carri R. Jeffries, Iron County Recorder Page 10 of 10
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