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RANDALL A. COVINGTON
UTAH COUNTY RECORDER
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RECORDED FOR ATKINSON, CHAD

**AMENDMENT TO
THE BYLAWS OF
THE RANCHES AT EAGLE MOUNTAIN MASTER HOMEOWNER'S ASSOCIATION,
INC.**

This Amendment to the Bylaws of The Ranches at Eagle Mountain Master Homeowner's Association, Inc. (the "Bylaws") is made this 16 day of November, 2005 by The Ranches at Eagle Mountain Master Homeowner's Association, Inc., ("Association").

RECITALS

A. The Association is governed by the Bylaws recorded as Exhibit C to the Community Declaration for The Ranches at Eagle Mountain Master Homeowner's Association, Inc., as Entry No. 65905:2004 in the Office of the Utah County Recorder, State of Utah;

B. This amendment shall amend several provisions of the Bylaws as noted below and shall apply to the lands described in Exhibit "A" and shall be binding against all of the property described in the Declaration and any annexation, expansion or supplement thereto.;

C. This amendment is intended to improve the procedures to administer the common areas of the community, included, but not limited to, conducting meetings ;

D. Pursuant to Article XI, Section 11.1 of the Bylaws, the necessary Delegate approvals to amend the Bylaws were duly received to adopt and record this amendment.

NOW, THEREFORE, The Association, by and through its Board of Directors, hereby amends the following sections of the Bylaws of The Ranches at Eagle Mountain Master Homeowner's Association, Inc., to read as follows:

Section 4.9 titled "Quorum at Member's Meeting" shall be amended in its entirety to read as follows:

Section 4.9 titled "Quorum at Member's Meetings" shall be amended to change the quorum requirement from sixty-six percent (66%) of all Members in any Delegate District to a majority of all Members in any Delegate District. The remainder of Section 4.9 shall remain unchanged.

The Bylaws shall be amended to add Article IVA, titled “Community Association Member’s Meetings.” Article IVA shall read as follows (note - the existing Sections 4.1 through 4.18 remain in force and effect and shall govern the meeting of members within a Delegate District. The following governs meetings of the entire membership):

IVA. COMMUNITY ASSOCIATION MEMBER’S MEETINGS

Section 4A.1 Place of Community Association Member’s Meetings. Community Association Member’s Meeting shall be held at the principal office of the Ranches at Eagle Mountain Master Homeowner’s Association or at such other place, within or convenient to the Community Association Area, as may be fixed by the Board of Trustees and specified in the notice of the meeting.

Section 4A.2 Annual Community Association Member’s Meeting. Annual meeting of the Community Association Members shall be held in _____ of each year on such day in _____ and at such time of day as is fixed by the Board of Trustees and specified in the notice of meeting. The annual Community Association meetings shall be held to elect Trustees for the Community Association or for such other business as authorized by the Declaration or these Bylaws.

Section 4A.3 Special Meeting of Community Association Members. Special Meetings of Community Association Members may be called by a majority of Trustees or Delegates or by Members holding not less than five percent (5%) of the total votes of all members in the Community Association, including votes of Declarant. No business shall be transacted at a Special Meeting of Community Association Members except as indicated in the notice thereof.

Section 4A.4 Record Date. For the purpose of determining Members entitled to notice of, or to vote at any Community Association Member’s Meeting or in order to make a determination of such Members for any other proper purpose, the Board of Trustees may fix, in advance, a date as the record date for any such determination of Members. The record date shall not be more than fifty (50) days prior to the Community Association Member’s Meeting or the event requiring a determination of Members.

Section 4A.5 Notice of Community Association Member’s Meetings. Written notice stating the place, day and hour of any Master Association meeting shall be delivered not less than ten (10) or more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President or Secretary of the Community Association or the officers or persons calling the meeting, to each Member entitled to vote at such meeting. The notice of an annual meeting shall include the names of any known candidates for Trustee and shall identify any other matter which will be voted on at the meeting. The notice of an annual meeting shall also include the notice of the Annual Delegates Meeting and shall state that the Annual Delegates Meeting will take place immediately following the Annual Community Association Member’s Meeting. The notice of a Special Meeting shall state the purpose or purposes for which the meeting is called. 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 records of the Community Association, with postage thereon prepaid. Such notice may be posted in a conspicuous place within the Community Association Area, such as on a notice board outside the principal office of the Community Association, and such notice will be deemed to be delivered to any Member who has not furnished a mailing address for notice to the Community Association.

Section 4A.6 Proxies. A Member entitled to vote in the Community Association may vote in person or by Proxy executed in writing by the Member or his duly authorized attorney-in-fact and filed with the Secretary of the Community Association prior to the time the proxy is exercised. Any proxy may be revocable by attendance of a Member in person at a meeting or by a revocation in writing filed with the Secretary of the Community Association prior to the time the proxy is exercised. A proxy shall automatically cease upon the conveyance by a Member of the Privately Owned Site of the Member and a transfer of the Membership on the books of the Community Association. No proxy shall be valid for more than eleven (11) months from the date of its execution. Any form of proxy furnished or solicited by the Community Association and any form of written ballot furnished by the Community Association shall afford an opportunity thereon for Members to specify a choice between approval and disapproval of each matter or group of related matters which is known at the time the form of proxy or written ballot is prepared, may come before the meeting and shall provide that if a Member makes a choice, the vote shall be cast in accordance therewith.

Section 4A.7 Quorum at Community Association Member's Meeting. At any Community Association Member's Meeting a quorum shall constitute a majority of the Members entitled to cast votes present in person or by proxy. Members present in person or by proxy at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of Members so as to leave less than a quorum. In the event that the quorum requirement is not met at a Community Association Member's Meeting, the meeting shall be adjourned and the Trustees shall be elected by the Delegates, which election of Trustees shall take place at the Annual Meeting of the Delegates.

Section 4A.8 Adjournments of Community Association Member's Meetings. Members present in person or by proxy at any meeting may adjourn the meeting from time to time, whether or not a quorum is present without notice other than announcement at the meeting, for a total period not to exceed thirty (30) days after the date set for the original meeting. At any adjourned meeting the quorum requirement shall remain the same, but if the originally required quorum is present in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally called.

Section 4A.9 Vote Required at Community Association Member's Meetings. At any Community Association Member's Meeting where a quorum is present, called for the purpose of electing Trustees, a majority of the votes present in person or by proxy and entitled to be cast shall be necessary for the election of a Trustee.

Section 4A.10 Order of Business. The order of business at any Community Association

Member's Meeting shall be as follows: (a) roll call to determine the voting power represented at the meeting; (b) proof of notice of meeting or waiver of notice; (c) reading of minutes of preceding meeting; (d) report of the Trustees; (e) election of inspectors; (f) election of Trustees; (g) transaction of other business.

Section 4A.11 Officers of Meetings. The President of the Community Association shall preside over all Community Association Member's Meetings. The Secretary of the Community Association shall be the secretary of all Community Association Member's Meetings.

Section 4A.12 Certification of Election after Meeting. Promptly after each Community Association Member's Meeting to elect Trustees, the President shall certify in writing to the Community Association the name and addresses of the Trustees elected and the time and place of the meeting at which the Trustees were elected.

Section 4A.13 Waiver of Notice. A waiver of notice of any Community Association Member's Meeting, signed by a Member, whether before or after the meeting, shall be equivalent to the giving of notice to such Member. Attendance of a Member at a meeting, either in person or by proxy, shall constitute a waiver of notice of such meeting except when the Member attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 4A.14 Action by Members Without a Community Association Member's Meeting. Any action required to be taken or which may be taken at a Community Association Member's Meeting may be taken without a meeting in any manner prescribed in the Utah Revised Nonprofit Corporation Act, Utah Code Ann. 16-6a-101 et seq., as amended.

Section 5.3 titled "Qualifications of Delegates" shall be amended to add the following provision:

Delegates may only represent one (1) Delegate District at a time.

Section 5.7 title "Vacancies in Delegates" shall be amended to add the following provision:

In the event that a vacancy occurs because a Delegate District did not meet quorum requirements at an annual meeting of the Members to elect a Delegate, the Board of Trustees, by unanimous vote, can appoint a Delegate for said Delegate District.

Section 6.2 titled "Annual Meeting of Delegates" shall be amended in its entirety to read as follows:

Section 6.2 Annual Meeting of Delegates. Annual meetings of Delegates shall be held immediately following the Annual Community Association Member's Meeting.

Section 6.5 titled “Notice of Delegates Meetings” shall be renamed “Notice of Annual Meeting of Delegates” and shall amended in its entirety to read as follows:

Section 6.5 Notice of Annual Meetings of Delegates. Written notice of the Annual Meeting of Delegates shall be included in the notice of the Annual Community Association Member’s Meeting and shall be delivered in accordance with the provisions governing notice of the Annual Community Association Member’s Meeting.

Article 6 of the Bylaws shall be amended to add Section 6.5a titled “Notice of Special Meetings of Delegates,” which shall read as follows:

Section 6.5a Notice of Special Meetings of Delegates. Written notice stating the place, day and hour of any special meeting of Delegates shall be delivered not less than 10 or more than 50 days before the date of the special meeting, either personally or by mail, by or at the direction of the President or the Secretary of the Community Association or the officers or persons calling the meeting to each Delegate entitled to vote at such meeting. The notice of a special meeting shall state the purpose or purposes for which the meeting is called. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Delegate at his or her address as it appears on the records of the Community Association, with postage thereon paid. Such notice may be posted in a conspicuous place in the Community Association Area, such as on the notice board outside of the principal office of the Community Association and such notice shall be deemed to be delivered to any Delegate upon such posting of such Delegate has not furnished an address for mailing of notice to the Community Association.

Section 6.10 titled “Cumulative Voting Permitted” shall be rescinded in its entirety.

Section 6.10 Cumulative Voting Permitted. DELETED IN ITS ENTIRETY.

Section 7.4 titled “Number of Trustees” shall be amended in its entirety to read as follows:

Section 7.4 Number of Trustees. The number of Trustees shall be seven. The number of Trustees may be increased or decreased from time to time by amendment to these bylaws provided that the number of Trustees shall not be less than three and not decrease in number shall have the effect of shortening the term of any incumbent trustee. Declarant shall have the following power to appoint Trustees: Declarant shall appoint three (3) Trustees until such time as fifty percent (50%) of all Sites within the Project Area have Improvements constructed thereon. During this time, one (1) of the three (3) Trustees appointed by Declarant shall be a non-employee of the Declarant or its subsidiaries and shall be a Member of the Association. Thereafter, Declarant shall appoint two (2) Trustees until such time as seventy-five percent (75%) of all Sites within the Project Areas have Improvements constructed thereon. Thereafter, Declarant shall appoint one (1) Trustee until such time as all Sites within the Project Area have Improvements constructed thereon.

subsidiaries and shall be a Member of the Association. Thereafter, Declarant shall appoint two (2) Trustees until such time as seventy-five percent (75%) of all Sites within the Project Areas have Improvements constructed thereon. Thereafter, Declarant shall appoint one (1) Trustee until such time as all Sites within the Project Area have Improvements constructed thereon.

Section 7.6 titled "Removal of Trustees" shall be amended in its entirety to read as follows:

Section 7.6 Removal of Trustees. At any meeting of the Delegates, the notice of which indicates such purposes, any Trustee may be removed, with or without cause, by vote of a majority of the Delegates and a successor may then and there be elected by a majority of the Delegates to fill the vacancy. If any Trustee misses three (3) consecutive meetings they may be removed by a vote of a majority of the Trustees. Notwithstanding, the above, Declarant shall control the removal of its appointed Trustees.

Section 7.8 title "Vacancies in Trustee" shall be amended to add the following provision:

Declarant shall fill any vacancy caused by a Trustee originally appointed by Declarant pursuant to Section 7.4.

IN WITNESS WHEREOF, THE RANCHES AT EAGLE MOUNTAIN MASTER HOMEOWNER'S ASSOCIATION has executed this Amendment to the Bylaws as of the 28 day of November, 2005, in accordance with Article XI, Section 1.1 of the Bylaws.

THE RANCHES AT EAGLE MOUNTAIN MASTER HOMEOWNER'S ASSOCIATION

John Hays

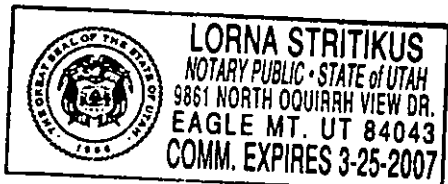
President

John A.

Secretary

STATE OF UTAH)
 :SS
County of Utah)

On the 28th day of December, 2005, personally appeared John Hays and Jonathan Celaya who, being first duly sworn, did that say that they are the President and Secretary of the Association and that the seal affixed to the foregoing instrument is the seal of said Association and that said instrument was signed and sealed in behalf of said Association by authority of its Delegates; and each of them acknowledged said instrument to be their voluntary act and deed.



Lorna Stritikus

Notary Public for Utah

EXHIBIT A

ANTHEM AT THE RANCHES SUBDIVISION

All of lots 1 through 152, inclusive of the Anthem at the Ranches Subdivision, Phases 1, 2, & 3 at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

ANTHEM ON THE GREEN SUBDIVISION

All of lots 101 through 162, inclusive of the Anthem on the Green Subdivision, Phase 1 at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

ASH POINT AT SADDLE ROCK RANCH A SUBDIVISION

All of lots 1 through 79, inclusive of the Ash Point at Saddle Rock Ranch A Subdivision at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

CASTLE ROCK AT RED HAWK RANCH SUBDIVISION

All of lots 1 through 67, inclusive of the Castle Rock at Red Hawk Ranch Subdivision at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

CHIMNEY ROCK AT RED HAWK RANCH SUBDIVISION

All of lots 1 through 77, inclusive of the Chimney Rock at Red Hawk Ranch Subdivision, Plats A, B, & C at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

COLD SPRINGS AT RED HAWK RANCH PUD

All of lots 101 through 161 and 201 through 256, inclusive of the Cold Springs at Red Hawk Ranch PUD, Phases 1 & 2 at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

CRITTENDEN CORNER AT RED HAWK RANCH SUBDIVISION

All of lots 1 through 35, A, B, C, inclusive of the Crittenden Corner at Red Hawk Ranch Subdivision at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

EXHIBIT A

DIAMOND SPRINGS AT RED HAWK RANCH SUBDIVISION

All of lots 1 through 88, inclusive of the Diamond Springs at Red Hawk Ranch Subdivision, Phases A & B at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

EAGLE'S GATE SUBDIVISION

All of lots 101 through 153 and 401 through 449, inclusive of the Eagle's Gate Subdivision, Plats A & D at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

FREMONT SPRINGS SUBDIVISION

All of lots 1 through 59, inclusive of the Fremont Springs Subdivision, Plats A, B, C, & D at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

FRIDAY'S STATION AT RED HAWK RANCH SUBDIVISION

All of lots 1 through 26, inclusive of the Friday's Station at Red Hawk Ranch Plat A Subdivision at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

FRIDAY'S STATION AT PRAIRIE GATE RANCH SUBDIVISION

All of lots 1 through 23, inclusive of the Friday's Station at Prairie Gate Ranch Plat B Subdivision, at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

HIDDEN CANYON SUBDIVISION

All of lots 1 through 85, inclusive of the Anthem at the Hidden Canyon Subdivision, Phase 1 at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

KENNEKUK AT RED HAWK RANCH SUBDIVISION

All of lots 1 through 57, inclusive of the Kennekuk at Red Hawk Ranch Plat A Subdivision, at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

EXHIBIT A

KIOWA VALLEY SUBDIVISION

All of lots 1 through 160 and 401 through 447 and 501 through 537, inclusive of the Kiowa Valley Subdivision, Plats A, B, C, D, & E at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

LIBERTY FARM AT SMITH RANCH SUBDIVISION

All of lots 1 through 70, inclusive of the Liberty Farm at Smith Ranch Plat A Subdivision, at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

LONE TREE AT CIRCLE FIVE RANCH SUBDIVISION

All of lots 1 through 74 and 201 through 241, inclusive of the Lone Tree at Circle Five Ranch Subdivision, Plats A & B at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

MT AIREY AT RED HAWK RANCH SUBDIVISION

All of lots 1 through 72, inclusive of the Mt Airey at Red Hawk Ranch Subdivision, at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

MT AIREY AT PRAIRIE GATE RANCH SUBDIVISION

All of lots 73 through 75, inclusive of the Mt Airey at Prairie Gate Ranch Plat D Subdivision, at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

MT AIREY PLAT B SUBDIVISION

All of lots 1 through 19, inclusive of the Mt Airey Plat B Subdivision, at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

MT AIREY PLAT C SUBDIVISION

All of lots 1 through 9, inclusive of the Mt Airey Plat C Subdivision, at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

EXHIBIT A

PLUM CREEK CONDOMINIUMS

All of Units 1 through 12 of Buildings A & B, Units 1 through 4 of Buildings C through F, and Units 1 through 30 of Buildings G through T, inclusive of the Plum Creek Condominiums Plat A, as amended, at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

PORTER'S CROSSING SUBDIVISION

All of lots 179 through 254 and 356 through 358, inclusive of the Porter's Crossing Subdivision, Plats A, B, & C at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

ROCK CREEK CONDOMINIUMS PHASE I

All of Units 1 through 12 of Buildings A through H, inclusive of the Rock Creek Condominiums, Phase I at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

ROCKWELL VILLAGE AT RED HAWK RANCH SUBDIVISION

All of lots 1 through 37, inclusive of the Rockwell Village at Red Hawk Ranch Subdivision, at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

RUBY VALLEY AT SADDLE ROCK RANCH

All of lots 1 through 79, A-D, inclusive of the Ruby Valley at Saddle Rock Ranch Subdivision, Plats A & B, as amended at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

RUSH VALLEY SUBDIVISION

All of lots 1 through 143 and 145 through 146, inclusive of the Rush Valley Subdivision, Plats A, B, & C at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

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EXHIBIT A

SADDLEBACK SUBDIVISION

All of lots 1 through 78, A-N, inclusive of the Saddleback Subdivision, Plats A, B, & C at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

SIMPSON SPRINGS AT RED HAWK RANCH SUBDIVISION

All of lots 1 through 21, inclusive of the Simpson Springs at Red Hawk Ranch Subdivision, Plat A at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

SUNDANCE AT RED HAWK RANCH SUBDIVISION

All of lots 1 through 49, inclusive of the Sundance at Red Hawk Ranch Subdivision, Plat A at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

THREE CROSSINGS SUBDIVISION

All of lots 79 through 178, inclusive of the Three Crossings Subdivision, Plats A, B, & C at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.

WILLOW SPRINGS CONDOMINIUM

All of Units 1 through 12 of Buildings A through T, inclusive of the Willow Springs Condominium, Phases 1, 2, & 3 at Eagle Mountain, according to the official plats thereof on file with the Office of the Utah County Recorder's Office.