

When Recorded Return To:
Heritage Village Homes, LLC
1116 South 730 West
Payson, UT 84651

ENT 102390:2019 PG 1 of 5
Jeffery Smith
Utah County Recorder
2019 Oct 08 09:01 AM FEE 276.00 BY CS
RECORDED FOR Miller Harrison LLC
ELECTRONICALLY RECORDED

**FIRST AMENDMENT TO THE BYLAWS OF
HERITAGE VILLAGE HOMEOWNERS ASSOCIATION, INC.
A Utah Nonprofit Corporation**

This First Amendment to the Bylaws of Heritage Village Homeowners Association, Inc. ("**First Amendment**") is hereby executed and adopted by Heritage Village Homes LLC, a Utah limited liability company ("**Declarant**").

RECITALS

A. Heritage Village is an age restricted subdivision in Payson, Utah operated for residents 55 years of age and older. The Project is subject to certain covenants, conditions, and restrictions as provided in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Heritage Village ("**Declaration**") recorded with the Utah County Recorder's Office on August 14, 2013 as Entry No. 78151:2013.

B. The First Amendment to the Declaration ("**Amended Declaration**") was recorded with the Utah County Recorder's Office on December 20, 2018 as Entry No. 120215:2018.

C. The Bylaws of Heritage Village Homeowners Association ("**Bylaws**") are attached as Exhibit "C" to the Declaration.

D. Section 10.2.11 of the Amended Declaration gives the Declarant the unilateral right to amend any Governing Document of the Association so long as the Declarant owns one or more Lots in the Project.

E. Heritage Village Homes, LLC is the Declarant of the Project at the time of the recording of the First Amendment and is fully authorized to execute this First Amendment.

F. The undersigned hereby certifies that this First Amendment was approved by the Declarant pursuant to its unilateral amendment power arising from Declarant's ownership of multiple Lots in the Project at the time of the adoption and recording of this First Amendment.

G. Unless otherwise designated, the capitalized terms in this First Amendment shall have the same meaning as such terms are defined in the Declaration and Bylaws.

FIRST AMENDMENT TO THE BYLAWS

NOW THEREFORE, in consideration of the recitals set forth above, the Declarant hereby amends the Bylaws as follows:

1. Section 3.1 of the Bylaws shall be deleted in its entirety and replaced by the following:

3.1 Number and Qualification of Directors

There shall be a minimum of three (3) and no more than five (5) Directors. All Directors must be Members in good standing.

2. Section 3.2 of the Bylaws shall be deleted in its entirety and replaced by the following:

3.2 Selection and Term of Directors

Except as provided in Section 3.2.1, Directors shall serve for a term of two years. Directors shall serve until their successors have been elected. Directors' terms shall be staggered, such that three Directors are elected one year and two Directors are elected the next year. There is no limit on the number of terms an Owner may serve as a Director.

3.2.1 **Turnover.** At the Turnover Meeting, five (5) Directors shall be elected. The three Directors receiving the highest number of votes shall serve two-year terms; the remaining two Directors shall serve one-year terms. The terms of these initial Directors may be extended, if necessary, to allow election of their successors to coincide with the annual Owners' meeting.

3. Section 4.3 of the Bylaws shall be deleted in its entirety and replaced by the following:

4.3 Offices

The Association officers shall be president, 1st vice-president, 2nd vice-president, secretary, and treasurer. The Board may appoint assistant offices, who need not be Directors, as it may deem necessary. Except for the president, the same person may hold two offices.

4.3.1 **President.** The president shall be the chief executive officer. He shall preside at meetings of the Association and the Board. He shall be an unofficial member of all committees. He shall have general and active management of Association business. He shall see that all resolutions and policies of the Association are executed.

4.3.2 **1st Vice-President.** In the absence of the president or in the event of the president's death, inability, or refusal to act, the 1st vice-president shall perform the duties of the president and when so acting shall have all the powers of and be subject to all

On the 27th day of September, 2019, personally appeared before me Byron Bastian who by me being duly sworn, did say that she/he is an authorized representative of Bastian Homes LLC, and that the foregoing instrument is signed on behalf of said company and executed with all necessary authority.



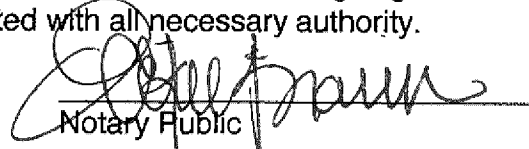

Notary Public

EXHIBIT A
LEGAL DESCRIPTION

All of **Heritage Village Plat "B"**, according to the official plat thereof, on file in the office of the Utah County Recorder as Entry No. 78150:2013.

Parcel Numbers: 41:776:0001 through 41:776:0051

All of **Heritage Village Plat "D"**, according to the official plat thereof, on file in the office of the Utah County Recorder as Entry No. 19667:2016.

Parcel Numbers: 41:824:0052 through 41:824:0093

All of **Heritage Village Plat "E"**, according to the official plat thereof, on file in the office of the Utah County Recorder as Entry No. 77687:2018.

Parcel Numbers: 41:906:0094 through 41:906:0117