



Recorded against:
Exhibit A

After Recording Return To:
Bruce C. Jenkins, Esq.
285 W. Tabernacle, #301
St. George, UT 84770

**AMENDED AND RESTATED BYLAWS
OF
THE VINTAGE HOMEOWNERS ASSOCIATION
AT BLOOMINGTON**

ARTICLE I

NAME/LOCATION/CONTROLLING LAWS

The name of the corporation is THE VINTAGE HOMEOWNERS ASSOCIATION AT BLOOMINGTON, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 875 Rio Virgin Drive, St George, Utah 84770, but meeting and members and Directors may be held at such places within the State of Utah, County of Washington, as may be designated by the Board of Directors.

These Bylaws are controlled by and shall always be consistent with the provisions of the Utah Revised Nonprofit Corporation Act (Utah Code 16-6a-101, et seq.) ("Nonprofit Act") and the Community Association Act (Utah Code 57-8a-101 et seq.) ("Association Act") (collectively the "Acts"), the Declaration, and the Articles of Incorporation of the Association ("Articles") filed with the Division of Corporations and Commercial Code of the Utah Department of Commerce (the "Division"), as any of the foregoing may be amended from time to time.

ARTICLE II

DEFINITIONS

Section 1. "Homeowners' Association" shall mean and refer to THE VINTAGE HOMEOWNERS ASSOCIATION AT BLOOMINGTON, its successors and assigns.

Section 2. "Owner" shall mean and refer to the record owner, whether on or more persons or entities, of a fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

Section 3. "Properties" shall mean and refer to that certain real property hereinbefore described and such additions thereto as may hereafter be brought within the jurisdiction of the Homeowners' Association.

Section 4. "Common Area" shall mean all real property (including the improvements thereto) now owned by the Homeowners' Association or hereafter acquired for the common use and enjoyment of the members and not dedicated for use by the general public, specifically exempting therefrom all lots as hereafter defined which shall be deeded to grantees of Declarant. The Declarant may increase the amount of the Common Area by filing additional subdivision plats in the Washington County Recorder's office and stating thereon that said land is subject to this Declaration and by deeding additional property to the Homeowners' Association.

Section 5. "Lot shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of the Common Area.

Section 6. "Member" shall mean and refer to every person or entity who holds membership in the Homeowners' Association.

Section 7. "Declarant" shall mean and refer to KAY H. TRAVELLER, his successors and assigns, if such successors or assigns shall acquire more than one undeveloped Lot for the Declarant for the purpose of development.

Section 8. "Conveyance" shall mean and refer to actual conveyance of fee title to any Lot to any owner by a warranty deed or other document of title and shall not mean the mere execution of an installment sales contract.

Section 9. "Townhome" shall mean and refer to a single family dwelling unit constructed by Declarant on a Lot.

Section 10. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded in the office of the Recorder of Washington County, Utah.

Section 11. "Limited Common Area" shall mean and refer to those Common Areas designated on the subdivision plat or in the Declaration as reserved for the use of a certain lot owner or owners to the exclusion of the other lot owners.

Section 12. "Homeowners' Board of Directors" shall mean and refer to the governing board of the Homeowner's Association defined above -- formerly referred to as a Board of Trustees.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter at the hour of 7:00 p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which not a legal holiday.

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

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 15 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 or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, one tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. 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 as aforesaid shall be present or be represented. Once a quorum is constituted, a majority of the votes of the Association members shall be required to take action, except for the election of Board members which shall be by plurality vote.

(a) Notice of Members' Meetings. Written notice stating the place, day and hour of any meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice of an annual, regular or special meeting shall include: (a) the names of any known candidate for Director and shall identify any other matter which it is known may come before the meeting; (b) potential conflicting interest transactions of a Director, party related to a Director, or an entity in which the Director is a director or has a financial interest, if any; (c) notice of any indemnification or advance of expenses to a Director in connection with a legal "proceeding" as defined in the Acts; (d) notice of any amendment to these Bylaws proposed by the Members and a copy, summary or general statement of the proposed amendment; (e) notice of a proposed plan of merger; (f) notice of a proposed sale of the properties by the Association other than in the regular course of activities; (g) notice of a

proposed dissolution of the Association; and (h) any matter a Member intends to raise at the meeting if requested in writing to do so by a person entitled to call a special meeting and the request is received by the secretary or president at least ten (10) days before the Association gives notice of the meeting. The notice of a special meeting shall state the purpose or purposes for which the meeting is called.

(b) Proxies at Meetings. A Member entitled to vote at a meeting 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 meeting prior to the time the proxy is exercised.

(c) Ballots at Meetings. A written ballot, if delivered by the Association to every Member entitled to vote on the matter or matters therein as described in Section 4.8 below, may be used in connection with any annual, regular, or special meeting of Members, thereby allowing Members the choice of either voting in person or by written ballot delivered by a Member to the Association in lieu of attendance at such meeting. Any written ballot shall comply with the requirements of Sections 4.8 and 4.8.1 and shall be counted equally with the votes of Members in attendance at any meeting for every purpose, including satisfaction of a quorum requirement.

(d) Ballots without a Meeting. The Association may utilize ballots without a meeting to take any action that may be taken at any annual, regular or special meeting of the Members provided the Association delivers a written ballot to every member entitled to vote. Any ballot utilized without a meeting shall be valid only when (a) the time by which all ballots must be received has passed so that a quorum can be determined and (b) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(1) All solicitations for votes by written ballot shall: (a) set forth each proposed action, (b) provide for an opportunity to vote for or against each proposed action, (c) indicate the number of responses needed to meet the quorum requirements; (d) state the percentage of approvals necessary to approve each matter other than election of Directors; (e) specify the time by which a ballot must be received by the Association in order to be counted; and (f) be accompanied by written information sufficient to permit each person casting the ballot to reach an informed decision on the matter.

(2) Any written ballot shall comply with the requirements in this Section and shall be counted equally with the votes of Members in attendance (by person or proxy) at any meeting for every purpose, including satisfaction of a quorum requirement.

(3) Members shall be provided a fair and reasonable amount of time before the day on which the Association must receive ballots. An amount of time is considered to be fair and reasonable if (a) Members are given at least fifteen (15) days from the day on which the notice is mailed, if the notice is mailed by first-class or registered mail; (b) Members are given at least thirty (30) days from the day on which the notice is mailed, if the notice is mailed

by other than first-class or registered mail; or (c) considering all the circumstances, the amount of time is otherwise reasonable.

(e) Revocation of Proxy or Ballot. A proxy or ballot may be revoked, prior to the time the proxy is exercised or the ballot counted, by (a) the Member attending the meeting and voting in person, or (b) the Member signing and delivering to the secretary or other person authorized to tabulate proxy or ballot votes (i) a writing stating that the appointment of proxy or ballot is revoked, or (ii) a subsequent proxy form or ballot. A proxy or ballot shall automatically cease upon the conveyance by a Member of the Lot of the Member and the transfer of the membership on the books of the Association. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. The death or incapacity of the Member appointing a proxy or issuing a ballot does not affect the right of the Association to accept the proxy's authority or count the ballot unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises the proxy's authority or the ballot is counted.

(f) Telecommunications. Any or all of the Members may participate in an annual, regular or special meeting of the Members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by a means permitted under this Section is considered to be present in person at the meeting.

(g) Waiver of Notice. A Member may waive any notice required by the Acts or by these Bylaws, whether before or after the date or time stated in the notice as the date or time when any action will occur or has occurred. A waiver shall be in writing, signed by the Member entitled to the notice, and delivered to the Association for inclusion in the minutes; or filing with the corporate records. The delivery and filing required above may not be conditions of the effectiveness of the waiver. A Member's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

(h) Signature of Members. Except as otherwise provided in the Acts, all votes, consents, written ballots, waivers, proxy appointments, and proxy or ballot revocations shall be in the name of the Member and signed by the Member with a designation of the Member's capacity; i.e., owner, partner, president, director, member, trustee, conservator, guardian, etc.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be member of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years; and at each annual meeting thereafter the members shall elect one Director for a term of three years.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Resignation of Directors. Any Director may resign at any time by giving written notice to the president, to the secretary, or to the Board of Directors stating the effective date of such resignation. Acceptance of such resignation shall not be necessary to make the resignation effective. A Director who resigns may deliver to the Division a statement setting forth (a) that person's name; (b) the name of this Association; (c) information sufficient to identify the report or other document in which the person is named as a Director or officer; and (d) the date on which the person ceased to be a Director or officer or a statement that the person did not hold the position for which the person was named in the corporate report or other document.

Section 5. Vacancies in the Board of Directors. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office. A directorship to be filled by reason of an increase in the number of Directors shall be filled only by vote of the Members. A Director elected by the Board of Directors to fill the vacancy of a Director elected by the voting Members may be removed without cause by the voting Members, but not the Board of Directors. Should any vacancy of the Board of Directors remain unfilled for a period of two (2) months, the Members may, at a special meeting of the Members called for that purpose, elect a Director to fill such vacancy by a majority of the votes which Members present at such meeting, or represented by proxy or ballot, are entitled to cast.

Section 6. Appointment of Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees which shall consist of two or more Directors and which, unless otherwise provided in such resolution, shall have and may exercise the authority to make recommendations (but not final decisions) to the Board of Directors in the management of the Association, except authority

with respect to those matters specified in the Acts as matters which such committee may not have and exercise the authority of the Board of Directors.

Section 7. General Provisions Applicable to Committees. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. The provision of these Bylaws with respect to notice of meeting, waiver of notice, quorums, adjournments, vote required and action by consent applicable to meetings of the Board of Directors shall be applicable to meetings of committees of the Board of Directors.

Section 8. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 9. Open Meetings/Member Right to Participate. Except as provided in Subsection 4.10 below, a Board meeting, whether in person or by means of electronic communication, at which the Board can take binding action shall be open to each Member or the Member's representative if the representative is designated in writing. At each meeting, the Board shall provide each Member a reasonable opportunity to offer comments. The Board may limit the comments to one specific time period during the meeting. A Director may not avoid or obstruct the requirements of this Section. However, nothing in this section shall affect the validity or enforceability of an action of a Board.

Section 10. Closed Meetings. The Board may close a meeting to: (a) consult with an attorney for the purpose of obtaining legal advice; (b) discuss ongoing or potential litigation, mediation, arbitration, or administrative proceedings; (c) discuss a personnel matter; (d) discuss a matter relating to contract negotiations, including review of a bid or proposal; (e) discuss a matter that involves an individual if the discussion is likely to cause the individual undue embarrassment or violate the individual's reasonable expectation of privacy; or (f) discuss a delinquent assessment or fine.

Section 11. Notice to Directors of Board Meetings. In the case of all meetings of the Board of Directors for which notice is required by these Bylaws, notice stating the place, day and hour of the meeting shall be delivered not less than three (3) nor more than thirty (30) days before the date of the meeting, by mail, fax, electronic means, telephone or personally, by or at the direction of the persons calling the meeting, to each member of the Board of Directors. If by telephone such notice shall be deemed to be delivered when given by telephone to the Director. If given personally, such notice shall be deemed to be delivered upon delivery of a copy of a written notice to, or upon verbally advising, the Director or some person who appears competent and mature at his home or business address as either appears on the records of the Association.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice to the Director or waiver of such meeting.

Section 12. Notice to Members of Board Meetings. At least forty-eight (48) hours before an open Board meeting, the Association shall give written notice of the meeting via email to each Member who requests notice of a meeting, unless: (a) notice of the meeting is included in a meeting schedule that was previously provided to the Member; or (b) the meeting is to address an emergency and each Director receives notice of the meeting less than forty-eight (48) hours before the meeting. The notice to the Members shall: (a) be delivered to the Member by email, to the email address that the Member provides to the Board or the Association (or via mail if requested in writing by the Member); (b) state the time and date of the meeting; (c) state the location of the meeting; and (d) if a Director may participate by means of electronic communication, provide the information necessary to allow the member to participate by the available means of electronic communication.

Section 13. Proxies. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a Director may be considered to be present at a meeting and to vote if the Director has granted a signed written proxy: (a) to another Director who is present at the meeting; and (b) authorizing the other Director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section 6.9 and as permitted by Section 6.16, Directors may not vote or otherwise act by proxy.

Section 14. Telecommunications. The Board of Directors may permit any Director to participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director so participating in such a meeting is considered to be present in person at the meeting.

Section 15. Quorum of Directors. A majority of the number of Directors fixed in these Bylaws shall constitute a quorum for the transaction of business. For the purpose of determining the presence of a quorum, Directors will be counted if represented in person or by proxy, if applicable.

Section 16. Adjournment of Directors' Meeting. Directors present at any meeting of the Board of Directors may adjourn the meeting from time to time, whether or not a quorum shall be present, without notice other than announcement at the meeting, for a total period or periods of not to exceed thirty (30) days after the date set for the original meeting. At any adjourned meeting which is held without notice other than announcement at the meeting, the quorum requirement shall not be reduced or changed, but if the originally required quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 17. Vote Required at Directors' Meeting. At any meeting of the Board of Directors, if a quorum is present, a majority of the votes present in person or by proxy, if applicable, and entitled to be cast on a matter shall be necessary for the adoption of the matter,

unless a greater proportion is required by law, the Declaration, the Articles of Incorporation, or these Bylaws.

Section 18. Officers at Meetings. The president shall act as chairman and the Board of Directors shall appoint a secretary to act at all meetings of the Board of Directors.

Section 19. Waiver of Notice. A waiver of notice of any meeting of the Board of Directors, signed by a Director, whether before or after the meeting, shall be equivalent to the giving of notice of the meeting to such Director. Attendance of a Director at a meeting in person shall constitute waiver of notice of such meeting unless (a) at the beginning of the meeting or promptly upon the Director's later arrival the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and, after objecting, the Director does not vote for or assent to action taken at the meeting, or (b) the Director contemporaneously requests that the Director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (c) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by (i) the presiding officer of the meeting before adjournment of the meeting; or (ii) the Association promptly after adjournment of the meeting.

Section 20. Dissent or Abstention. The right of dissent or abstention pursuant to Section 19 is not available to a Director who votes in favor of the action taken.

Section 21. Action of Directors Without a Meeting.

(a) By Written Consent. Any action required or permitted by the Nonprofit Act, Declaration, the Articles, or these Bylaws that may be taken at a Board of Directors meeting, may be taken without a meeting if all Directors consent to the action in writing. Action is taken under Subsection 4.21(a) at the time the last Director signs a writing describing the action taken, unless, before that time, any Director revokes a consent by a writing signed by the Director and received by the secretary or any other person authorized by these Bylaws or the Board of Directors to receive the revocation. Action under this Subsection 4.21(a) is effective at the time it is taken, unless the Board of Directors establishes a different effective date.

(b) With Advance Notice. Any action required or permitted by the Nonprofit Act, Declaration, Articles or these Bylaws that may be taken at a Board of Directors meeting may be taken without a meeting if notice is transmitted in writing to each Director and each Director, by the time stated in the notice: (a) (i) signs a writing for such action; or (ii) signs a writing against such action, abstains in writing from voting, or fails to respond or vote; and (b) fails to demand in writing that action not be taken without a meeting.

The notice under Subsection 4.21(b) shall state: (a) the action to be taken; (b) the time by which a Director must respond to the notice; (c) that failure to respond by the time stated in the notice will have the same effect as: (i) abstaining in writing by the time stated in the notice; and (ii) failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (d) any other matters the Association determines to include.

Action is taken under this Subsection 4.21(b) only if at the end of the time stated in the notice: (a) the affirmative votes in writing for the action received by the Association and not revoked pursuant to this Subsection equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted; and (b) the Association has not received a written demand by a Director that the action not be taken without a meeting other than a demand that has been revoked pursuant to this Subsection.

A Director's right to demand that action not be taken without a meeting shall be considered to have been waived unless the Association receives such demand from the Director in writing by the time stated in the notice transmitted pursuant to this Subsection and the demand has not been revoked.

A Director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this Subsection 4.21(b) may revoke the vote, abstention, or demand in writing received by the Association by the time stated in the notice transmitted.

Unless the notice transmitted pursuant to Subsection 4.21(b) states a different effective date, action taken pursuant to this Subsection is effective at the end of the time stated in the notice.

(c) General Provisions. A communication under this Section 21 may be delivered by an electronic transmission. An electronic transmission communicating a vote, abstention, demand, or revocation under Subsection 4.21(b) is considered to be written, signed, and dated for purposes of this section if the electronic transmission is delivered with information from which the Association can determine: (a) that the electronic transmission is transmitted by the Director; and (b) the date on which the electronic transmission is transmitted. The date on which an electronic transmission is transmitted is considered the date on which the vote, abstention, demand, or revocation is signed. For purposes of this Section 6, communications to the Association are not effective until received. Action taken pursuant to this Section 6 has the same effect as action taken at a meeting of Directors and may be described as an action taken at a meeting of Directors in any document.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a nominating committee. Nominations may also be made 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 two or more members of the Association. The nominating committee shall be 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. The nominating committee shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion

determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or nonmembers.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their 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. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

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

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

(b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member 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 60 days for infraction of published rules and regulations.

(c) Exercise for the Associations all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

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

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote.

(b) Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

- (c) As more fully provided in the Declaration, to:
1. Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period.
 2. Send written notice of each assessment to every owner subject thereto.
 3. Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring action at law against the owner personally obligated to pay the same.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association and the townhome structures, according to the coverage specified in the Declaration.

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

(g) Cause the Common Area to be maintained.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

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

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed or otherwise 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.

Section 5. Resignation and Removal. Any officer may be removed for office with or without cause by the Board. Any officer may resign at any time 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 therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

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

(a) President. The president shall preside at all meeting of the Board of Directors; see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds, and other written instruments; and co-sign all checks and promissory notes.

(b) Vice President. The vice-president shall act in place and stead of the president in the event of his absence, inability, or refusal to act; and exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate 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 perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public account at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

The Board of Directors shall act as architectural control committee initially, as provided in the Declaration. However, the Board shall have power to appoint an architectural committee consisting of a chairman, who shall be a member of the Board of Directors, and two or more member of the Association. The Board shall also have the power to appoint a nominating committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which is not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum, and the Association may bring an action of law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his lot. Notwithstanding any other remedy provided in the Bylaws for collection of assessments, the Association shall reserve the right to withhold and interrupt service of utilities to any such unit on which the assessment is delinquent in excess of thirty (30) days from the due date.

ARTICLE XII

ASSOCIATION RECORDS

Section 1. Books and Records.

(a) The Association shall keep as permanent records: (a) minutes of all meetings of its Members and Board of Directors; (b) a record of all actions taken by the Members or Board of Directors without a meeting; (c) a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Association; (d) a record of all waivers of notices of meetings of Members and of the Board of Directors or any committee of the Board of Directors; and (e) a copy of the Declaration, as the same may be amended.

(b) The Association shall maintain appropriate accounting records.

(c) The Association or its agent shall maintain a record of its Members in a form that permits preparation of a list of the name and address of all Members: (a) in alphabetical order, by class, and (b) showing the number of votes each Member is entitled to vote.

(d) The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(e) The Association shall keep a copy of each of the following records at its principal office: (a) its Articles of Incorporation; (b) its Bylaws; (c) resolutions adopted by its

Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of Members or any class or category of Members; (d) the minutes of all Member meetings; (e) records of all actions taken by Members without a meeting; (f) all written communications to Members generally as Members for a period of three years; (g) a list of the names and business or home addresses of its current Directors and officers; (h) a copy of its most recent annual report; and (i) all financial statements prepared for periods ending during the last three (3) years.

Section 2. Inspection of Records.

(a) A Director or Member is entitled to inspect and copy any of the records of the Association described in Section 1: (a) during regular business hours; (b) at the Association's principal office; and (c) if the Director or Member gives the Association written demand, at least five (5) business days before the date on which the Member wishes to inspect and copy the records.

(b) In addition to the rights set forth in Subsection 2(a), a Director or Member is entitled to inspect and copy any of the other records of the Association: (a) during regular business hours; (b) at a reasonable location specified by the Association; and (c) at least five (5) business days before the date on which the Member wishes to inspect and copy the records, if the Director or Member: (i) meets the requirements of Subsection (c); and (ii) gives the Association written demand.

(c) A Director or Member may inspect and copy the records described in Subsection (b) only if: (a) the demand is made: (i) in good faith; and (ii) for a proper purpose; (b) the Director or Member describes with reasonable particularity the purpose and the records the Director or Member desires to inspect; and (c) the records are directly connected with the described purpose.

(d) Notwithstanding any other provision in these Bylaws, for purposes of this Section: (a) "Member" includes: (i) a beneficial owner whose membership interest is held in a voting trust; and (ii) any other beneficial owner of a membership interest who establishes beneficial ownership; and (b) "proper purpose" means a purpose reasonably related to the demanding Member's or Director's interest as a Member or Director.

(e) The right of inspection granted by this Section may not be abolished or limited by the Articles of Incorporation or these Bylaws.

(f) This Section does not affect: (a) the right of a Director or Member to inspect records relating to ballots; (b) the right of a Member to inspect records to the same extent as any other litigant if the Member is in litigation with the Association; or (c) the power of a court, independent of this Article, to compel the production of corporate records for examination.

(g) A Director or Member may not use any information obtained through the inspection or copying of records permitted by Subsection (b) for any purposes other than those set forth in the demand made under Subsection (c).

(h) The Association may redact the following information from any document the Association produces for inspection or copying (a) a Social Security number; (b) a bank account number; or (c) any communication subject to attorney-client privilege.

- (i) In a request to inspect or copy documents, a Member may:
- (1) elect whether to inspect or copy the documents;
 - (2) if the Member elects to copy the documents, requests hard copies or electronic scans of the documents; or
 - (3) subject to Subsection 9.4.10, requests that:
 - (i) the Association make the copies or electronic scans of the requested documents;
 - (ii) a recognized third-party duplicating service make the copies or electronic scans of the requested documents; or
 - (ii) the Member be allowed to bring any necessary imaging equipment to the place of inspection and make copies or electronic scans of the documents while inspecting the documents.

(j) If the Association produces the copies or electronic scans, the copies or electronic scans shall be legible and accurate and the Member shall pay the Association the reasonable cost of the copies or electronic scans, which may not exceed: (a) the actual cost that the Association paid to a recognized third party duplicating service to make the copies or electronic scans; or (b) if an employee, manager, or other agent of the Association makes the copies or electronic scans, 10 cents per page and \$15 per hour for the employee's, manager's, or other agent's time making the copies or electronic scans.

(k) If a Member requests a recognized third-party duplicating service make the copies or electronic scans the Association shall arrange for the delivery and pick up of the original documents; and the Member shall pay the duplicating service directly. If Member requests to bring imaging equipment to the inspection, the Association shall provide the necessary space, light, and power for the imaging equipment.

Section 3. Scope of Inspection Right.

A Director or Member's agent or attorney has the same inspection and copying rights as the Director or Member. The right to copy records under Section 2 includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic, or other means. The Association may comply with a Director's or Member's demand to inspect the record of Members by furnishing to the Director or Member a list of Directors or Members that: (a) complies with the foregoing; and (b) is compiled no earlier than the date of the Director's or Member's demand. Concerning financial statements, by no later than fifteen (15) days after the

day on which the Association receives a written request of any Member, the Association shall mail to the Member the following that show in reasonable detail the assets and liabilities and results of the operations of the Association: (a) the Association's most recent annual financial statements, if any; and (b) the Association's most recently published financial statements, if any. Without consent of the Board of Directors, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a Member's interest as a Member.

Section 4. Annual Report.

The Board of Directors shall cause to be prepared and distributed to each Member, and any first mortgagee of a Member who has filed a written request therefor, not later than ninety (90) days after the close of each fiscal year of the Association, an annual report containing (a) an income statement reflecting income and expenditures of the Association for such fiscal year; (b) a balance sheet as of the end of such fiscal year, (c) a statement of changes in financial position for such fiscal year, and (d) a statement of the place of the principal office of the Association where the books and records of the Association, including a list of names and addresses of current Members, may be found. The Board shall also annually distribute to the Members a summary of the latest reserve analysis or update and a full copy to any Member making such request.

ARTICLE XIII

AMENDMENTS

Section 1. These Bylaws may be amended at a regular or special meeting of the members by a 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 Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control

ARTICLE XIV

MISCELLANEOUS

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

Section 1. Manner of Giving Notice.

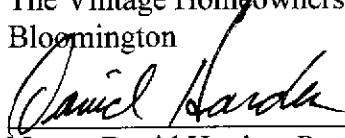
Notwithstanding any other provision in the Acts, Declaration, Articles, Bylaws or rules and regulations, the Association may provide notice to Owners by electronic means, including

text message, or email, except that an Owner may, by written demand, require the Association provide notice to that Owner by mail. Any notice required to be given will be deemed to have been given upon the earlier to occur of the following:

- (a) when sent by facsimile, the notice is deemed given when the sender receives a facsimile acknowledgment confirming delivery of the facsimile;
- (b) when placed into the care and custody of the United States Postal Service, the notice is deemed given three (3) calendar days after the date the notice is deposited into a receptacle of the United States Postal Service, with postage prepaid and addressed to the most recent address of the recipient according to the records of the Association;
- (c) when sent via electronic means such as an e-mail, text message or similar electronic communication, the notice is deemed given within twenty-four (24) hours of being sent and a rejection or undeliverable notice is not received by the sender;
- (d) when hand delivered, the notice is deemed given immediately upon delivery; or
- (e) when delivered by other means, the notice is deemed given upon such circumstances and conditions as are reasonably calculated to give notice to the Owner.

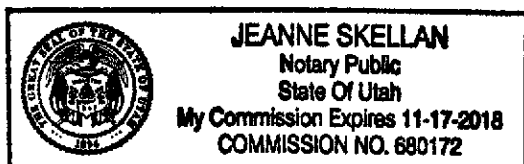
IN WITNESS WHEREOF, the President affirms that the Directors represent and affirm that these Amended and Restated Bylaws were adopted by a vote of a majority of a quorum of members present in person or by proxy on the 14th day of January, 2017.

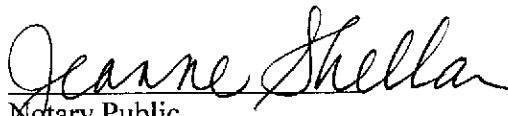
The Vintage Homeowners Association at
Bloomington


Name: David Harden, President

STATE OF UTAH,)
 : ss.
County of Washington)

On this 27th day of February, 2017, before me personally appeared David Harden, whose identity is personally known to or proved to me on the basis of satisfactory evidence, and who, being by me duly sworn (or affirmed), did say that he is the President of The Vintage Homeowners Association at Bloomington, a Utah nonprofit corporation, and that the foregoing document was signed by him on behalf of the Association by authority of its Bylaws, Declaration, or resolution of the Board, and he acknowledged before me that he executed the document on behalf of the Association and for its stated purpose.




Notary Public

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of THE VINTAGE HOMEOWNERS ASSOCIATION AT BLOOMINGTON, a Utah corporation, and

THAT the foregoing Amended and Restated Bylaws constitute the Bylaws of said Association, as duly adopted by a vote of a majority of a quorum of members present in person or by proxy on the 14th day of January, 2017.

27th IN WITNESS WHEREOF, I have hereunto subscribed my name for said Association this day of February, 2017.

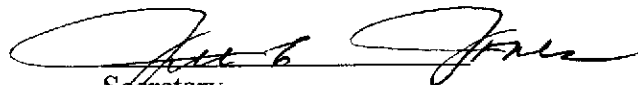

Secretary

EXHIBIT "A"

Legal Description

This Restated and Amended Bylaws of Vintage Homeowners Association at Bloomington, affects the following real property, all located in Washington County, State of Utah:

All of "The Vintage" Phase I (Amended), according to the official plat thereof, on file in the Office of the Washington County Recorder, Washington County, Utah;

SG-VIN-1-112 THROUGH SG-VIN-1-123

All of "The Vintage" Phase II, according to the official plat thereof, on file in the Office of the Washington County Recorder, Washington County, Utah;

SG-VIN-2-102 THROUGH SG-VIN-2-107

All of "The Vintage" Phase III, according to the official plat thereof, on file in the Office of the Washington County Recorder, Washington County, Utah;

SG-VIN-3-109 THROUGH SG-VIN-3-111
SG-VIN-3-124 THROUGH SG-VIN-3-125

All of "The Vintage" Phase IV, according to the official plat thereof, on file in the Office of the Washington County Recorder, Washington County, Utah;

SG-VIN-4-202 THROUGH SG-VIN-4-208

All of "The Vintage" Phase V, according to the official plat thereof, on file in the Office of the Washington County Recorder, Washington County, Utah;

SG-VIN-5-126 THROUGH SG-VIN-5-129

All of "The Vintage" Phase VI, according to the official plat thereof, on file in the Office of the Washington County Recorder, Washington County, Utah;

SG-VIN-6-209 THROUGH SG-VIN-6-212
SG-VIN-6-230 THROUGH SG-VIN-6-234

All of "The Vintage" Phase VII, according to the official plat thereof, on file in the Office of the Washington County Recorder, Washington County, Utah;

SG-VIN-7-235; SG-VIN-7-237 through SG-VIN-7-249; SG-VIN-7-251; SG-VIN-7-213 through SG-VIN-7-216

All of "The Vintage" Phase VIII, according to the official plat thereof, on file in the Office of the Washington County Recorder, Washington County, Utah;

SG-VIN-8-217 through SG-VIN-8-221; SG-VIN-8-250; SG-VIN-8-252 through SG-VIN-8-253; SG-VIN-8-255; SG-VIN-8-257; SG-VIN-8-259; SG-VIN-8-261; SG-VIN-8-263

All of "The Vintage" Phase IX, according to the official plat thereof, on file in the Office of the Washington County Recorder, Washington County, Utah;

SG-VIN-9-254; SG-VIN-9-256; SG-VIN-9-258; SG-VIN-9-260; SG-VIN-9-262; SG-VIN-9-264; SG-VIN-9-266; SG-VIN-9-268; SG-VIN-9-270; SG-VIN-9-272; SG-VIN-9-274; SG-VIN-9-276; SG-VIN-9-278; SG-VIN-9-280

All of "The Vintage" Phase X, according to the official plat thereof, on file in the Office of the Washington County Recorder, Washington County, Utah;

SG-VIN-10-222 through SG-VIN-10-227; SG-VIN-10-265; SG-VIN-10-267; SG-VIN-10-269; SG-VIN-10-282; SG-VIN-10-284; SG-VIN-10-286; SG-VIN-10-288; SG-VIN-10-290; SG-VIN-10-292