

AMENDED BYLAWS
OF
SHADOW CANYON HOMEOWNERS ASSOCIATIONARTICLE I
NAME AND LOCATION

The name of the corporation is SHADOW CANYON HOMEOWNERS ASSOCIATION, hereinafter referred to as "Association." The principal office of the Association shall be located at 2620 West 450 North, Hurricane, Utah 84737 but meetings of the members and trustees may be held at such places within the State of Utah, County of Washington, as may be designated by the Board of Trustees.

The corporation may elect to conduct business under a trade name or style as may from time to time be designated by the Association and registered with Department of Commerce, State of Utah.

ARTICLE II
DEFINITIONS

Section 1. "Annexed Property" shall mean and refer to that property upon which Declarant may expand the project in one or more phases.

Section 2. "Board of Trustees" shall mean and refer to the governing board of the Association defined above.

Section 3. "Common Area" shall mean all real property (including the improvements thereto) now owned by the Association or hereafter acquired for the common use and enjoyment of the members and not dedicated for use by the general public. The Declarant may increase the amount of the Common Area by deeding additional property to the Association. Specifically exempted from Common Area are all dedicated public streets, if any, and lots platted on the Official Plat of Shadow Canyon Phase 1, a residential subdivision, as recorded on the Official Records of the Washington County Recorder and as the same may hereafter be modified, amended supplemented or expanded in accordance with the provisions of the Declaration or supplements to the Declaration which are to occur in conjunction with the expansion of the project.

Section 4. "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 5. "Declarant" shall mean and refer to Shadow Glen 420, Inc. a Nevada Corporation, its successors and assigns, if such successors or assigns shall acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions

and Restrictions and any amendments thereto properly made applicable to the Properties recorded in the office of the Recorder of Utah County, State of Utah.

Section 7. "Association" shall mean and refer to the SHADOW CANYON HOMEOWNERS ASSOCIATION its successors and assigns, a Utah non-profit corporation.

Section 8. "Living Unit or Unit" shall mean and refer to a structure which is designated and intended for use and occupancy as a single family residence, together with all improvements located on a lot concerned and which are used in conjunction with such residence.

Section 9. "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 and Limited Common Area.

Section 10. "Member" shall mean and refer to every person or entity who holds membership in the Association.

Section 11. "Owner" shall mean and refer to the record owner, whether one 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 12. "Properties" or "Project" shall mean and refer to that certain real property described below and such additions thereto as may hereafter be brought within the jurisdiction of the Association:

(See Exhibit A attached hereto and incorporated herein)

Section 13. "Supplementary Declaration" shall mean and refer to any supplementary declaration of covenants, conditions and restrictions or similar instrument which extends the provisions of this Declaration to all or any portion within the annexed land and contains such complimentary or amended provisions for such additional property as are herein required.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. A meeting of the members shall be held at least annually on the anniversary from the date of the organizational meeting of the Association, and each subsequent regular annual meeting of the members shall be held on or about the same day of the same month of each year thereafter at the hour of 7:00 P.M or as noticed by the Board of Trustees.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Trustees, or upon written request of the members who are entitled to vote a minimum of 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 members entitled to cast, or of proxies to cast, two-thirds (2/3) 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 By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat, by a majority vote, 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. At any adjourned meeting a quorum shall be a simple majority of the votes of the membership present or represented, and any business may be transacted that might have been transacted at the meeting as first convened had there been a quorum. The stockholders present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of one or more stockholders or their proxy or proxies so as to leave less than a quorum present or represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

ARTICLE IV BOARD OF TRUSTEES: SELECTION. TERM OF OFFICE

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

Section 2. Term of Office. At the first annual meeting the members shall elect one Trustee for a term of one (1) year, one trustee for a term of two (2) years, and one trustee for a term of three (3) years; and at each annual meeting thereafter the members shall elect one trustee for a term of three (3) years.

Section 3. Removal. Any trustee 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 trustee, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Action Taken Without A Meeting. The trustees shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written

approval of all the trustees. Any action so approved shall have the same effect as though taken at a meeting of the trustees.

ARTICLE V
NOMINATION AND ELECTION OF TRUSTEES

Section 1. Nomination. Nomination for election to the Board of Trustees 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 Trustees, and two or more members of the Association. The nominating committee shall be appointed by the Board of Trustees prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board of Trustees 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 Trustees 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
MEETINGS OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held monthly without notice at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting time fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Trustees shall be held when called by the President of the Association, or by any two trustees, after not less than three (3) days notice to each trustee.

Section 3. Quorum. A majority of the number of trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF TRUSTEES

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

(a) Adopt and publish rules and regulations governing the use of property of the Association, 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 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 Association all powers, duties, and authority vested in or delegated to this Association and not reversed 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 Trustees to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Trustees.

(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 Trustees 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) Establish the annual assessment period and fix the amount of the annual assessment against each member for each lot owned at least thirty (30) days in advance of each annual assessment.

(d) Send written notice of each assessment to every owner subject thereto.

(e) Foreclose the lien against any property for which assessments are not paid within thirty(30) days after due date or to bring an action of law against the owner personally obligated to pay the same.

(f) 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 an certificate states an assessment has

been paid, such certificate shall be conclusive evidence of such payment.

(g) Procure and maintain such insurance upon Association property as a provided in the Declaration.

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

(i) Cause the Common Area to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and may include a vice-president, who shall at all times be members of the Board of Trustees, 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 Trustees 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 from 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 of 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 meetings of the Board of Trustees; 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 the 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 moneys of the Association and shall disburse such funds as directed by resolutions of the Board of Trustees; 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 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 Trustees shall appoint such committees as deemed appropriate in carrying out its purposes.

ARTICLE X
BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of incorporation, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI
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 are not paid when due shall be delinquent and if paid later than the tens day after the due date thereof shall include a late charge of \$20.00. If the assessment is not paid, including any late charge, within 30 days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum, and the Association may bring an action at 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 non-use of the Common Areas or abandonment of his Lot.

ARTICLE XII
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 on the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII
MISCELLANEOUS

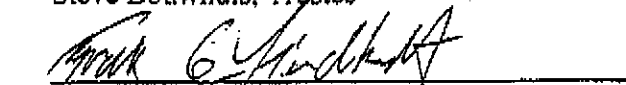
The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the trustees of the SHADOW CANYON HOME OWNERS ASSOCIATION, have executed these Bylaws to be effective as of last date of execution set forth below.

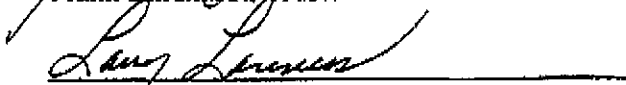
Date: 9-3, 2003


Steve Bouwhuis, Trustee

Date: 9-3, 2003


Frank Lindhardt, Trustee

Date: 9-4, 2003

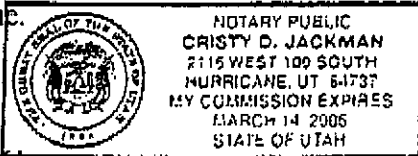

Larry Lanners, Trustee

STATE OF UTAH)

: ss.

County of Washington)

On this 3 day of ^{Sept.} ~~August~~, 2003, personally appeared before me, Steve Bouwhuis, Trustee, signer of the within and foregoing instrument, who duly acknowledged before me that he executed the same.



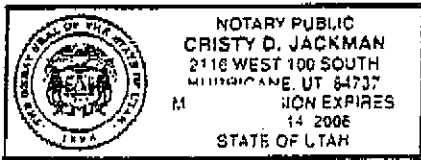
Cristy Jackman
Notary Public

STATE OF UTAH)

: ss.

County of Washington)

On this 4 day of ^{Sept.} ~~August~~, 2003, personally appeared before me, Larry Lanners, trustee, signer of the within and foregoing instrument, who duly acknowledged before me that he executed the same.



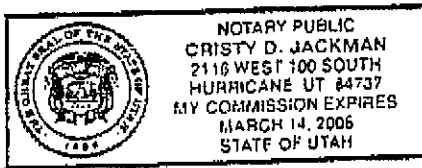
Cristy Jackman
Notary Public

STATE OF UTAH)

: ss.

County of Washington)

On this 3 day of ^{Sept.} ~~August~~, 2003, personally appeared before me, Frank Lindhardt, trustee, signer of the within and foregoing instrument, who duly acknowledged before me that he executed the same.



Cristy Jackman
Notary Public