

**BYLAWS
OF
HARDWARE PARK MOUNTAIN ESTATES**

**ARTICLE I
IDENTITY**

1.1 These are the BYLAWS of the Hardware Park Mountain Estates Association. The Hardware Park Mountain Estates Association shall hereafter be referred to as "Association".

**ARTICLE II
MEMBERSHIP AND VOTING RIGHTS**

2.1 Each owner of a lot, as referred to below, is subject to assessment and shall be a member of the Association. Membership appurtenant to any may not be separated from ownership of any lot which is subject to assessment.

2.2 A lot owner shall be defined as a person or entity owning that parcel as follows:

10 to 30 acres equals one lot
31 to 60 acres equals two lots
61 to 90 acres equals three lots
91 or more acres equals four lots

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Michael Gleed, Rec. - Filed By SA
Cache County, UT
For EXEC TITLE

2.3 Each lot owner shall be entitled to one vote for each lot owned. When more than one person holds interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot as defined above.

**ARTICLE III
MEETING OF MEMBERS**

3.1 There shall be two regular meetings held each year, one in March and one in August.

3.2 Special meetings of the members may be called at any time by the President or upon written request of members who are entitled to one-fourth of all the votes in said Association.

3.3 Written notice of each meeting of the members shall be given, or at the direction of the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage paid, at least fifteen (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 person to the Association for the purpose of notice. Such notice shall specify the date, place and hour of the meeting, and, in the case of a special meeting, the purpose thereof.

3.4 The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth of the votes of said membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation for these BYLAWS. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as heretofore said shall be present or represented.

3.5 At all meetings of members, each member may vote in person or by proxy. All proxy shall be in writing and filed with the Secretary or President. Every proxy shall be revocable and shall automatically cease upon conveyance of the member of his/her lot.

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ARTICLE IV BOARD OF DIRECTORS AND SELECTION OF OFFICERS

4.1 The affairs of this Association shall be managed by a Board of five (5) Trustees who must be members of the Association.

4.2 During the annual March meeting, Board Trustees shall be elected on a rotating basis for a term of three years.

4.3 Any Trustee may be removed from the Board, without cause, by a majority vote of the members forming at least a quorum. In the event of death, resignation or removal of a Trustee, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

4.4 No Trustee shall receive compensation for any service he/she may render to the Association. However, any Trustee may be reimbursed for his/her actual expenses incurred in performance of his/her duties as approved by the Board.

4.5 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 IV
NOMINATION AND ELECTION OF TRUSTEES**

5.1 Nomination for election for Board of Trustees shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual March meeting. The Nominating Committee shall consist of a Chairperson who shall be a member of 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 as many other appointed members as the board deems necessary. 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 to be filled.

5.2 Election of the Board of Trustees shall be by secret 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 BYLAWS. The members receiving the largest number of votes shall be elected.

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**ARTICLE VI
OFFICERS AND THEIR DUTIES**

6.1 A regular biannual meeting of the Board of Trustees shall be held immediately after the adjournment of each Association Meeting. Other meetings shall or may be held at regular intervals at such places and at such times as the President of the Association may from time to time designate.

6.2 Special meetings of the Board of Trustees shall be held when called by the President of the Association, or by any three Trustees, after not less than three days notice to each Trustee.

6.3 A majority of the members of the Trustees, shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the Trustees present at which a quorum is present shall be regarded as an act of the Board.

**ARTICLE VII
OFFICERS AND THEIR DUTIES**

7.1 The officers of this Association shall be a President and President-elect, who shall at all times be members of the Board of Trustees, a Secretary and Treasurer, and such other Officers as the Board of Trustees may from time to time by resolution create.

7.2 The President-elect shall have at least two years remaining in his/her three-year term on the Board.

7.3 The President-elect shall serve as the Assistant to the President during the year of the election and shall automatically become President following the annual March meeting.

7.4 The election of Officers shall take place within two weeks of each March Association Meeting.

7.5 The Officers of this Association shall be elected annually by the Board.

7.6 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 determines.

7.7 Any Officer may be removed from office by vote of the majority of the Board.

7.8 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/she replaces.

7.9 The offices of Secretary and Treasurer may be held by the same person and may be appointed by the President of the Board for his/her convenience. No person shall simultaneously hold more than one of any other of the offices except in the case of special offices created pursuant to section 7.6 of this Article.

7.10 The duties of the Officers are as follows:

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President

The President shall preside at all meetings of the Board of Trustees, shall see that orders and resolutions of the Board are carried out, and shall sign all leases, mortgages, deeds and other written instruments.

President-Elect

The President-elect shall act in the place and stead of the President in the event of his/her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

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 all meetings of the Board and of the members, keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

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 Trustees, shall sign all checks and promissory notes of the Association, keep proper books of accounts, and shall prepare an annual budget and a statement of income and expenditures to the membership at one of its regular meetings and to deliver a copy of each to the members.

ARTICLE IX COMMITTEES

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The Board shall appoint a Nominating Committee, as provided in these BYLAWS. In addition, the Board of Trustees shall appoint other 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. Restrictive Covenants, the Articles of Incorporation and the BYLAWS of the Association shall be available for inspection.

ARTICLE XI ASSESSMENTS

Each member is obligated to pay to the Association annual and special assessments. The yearly assessment becomes due April 1st of each year. If this fee is not paid by September 1st, a ten dollar (\$10.00) late fee will be assessed. Any unpaid dues for the previous year(s) as of March 31st, shall bear a penalty of ten percent (10%) on the amount of unpaid balance. If the assessment is not paid for three consecutive years, legal action may be taken against the owner(s) to secure these funds and the owner(s) will be obligated to pay all costs, interests, court and reasonable attorney fees that this action may incur.

ARTICLE XII AMENDMENTS

These Bylaws and the Restrictive Covenants may be amended, at a regular or special meeting of the members, by a vote of a majority of the quorum of members present in person or by authorized proxy. Any proposed change to the Bylaws or the Restrictive Covenants will be noticed to the Association members per Article 3.3 of the Bylaws. Such notice will include the verbiage of the proposed change.
(revised 3-14-01)

ARTICLE XIII FISCAL YEAR

The fiscal year of the Association shall begin on the first day of April and end on the 31st day of March of each year.

ARTICLE XIII NUISANCES

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Members of the Association and their guests will cooperate in every way to enforce these Bylaws and to be respectful of the property and the privacy of other members of the association.

14.1 Use of off road vehicles (any type). Observe the "quiet" time from 10:00 p.m. to 8:00 am. Avoid all unnecessary travel on the association roadways during this time. Maintain slow and safe speeds on association roads, especially on curves. Yield to all pedestrians (foot traffic). All travel to remain on the association roadways. Do not follow game trails or trails made by others. (new 3-25-99)

14.2 Hunting / Discharging of firearms. No gunfire after dark. State law restricts discharge of firearms after sundown or within 600 feet of any building. Refer to the restrictive covenants for Hardware Park Mountain Estates #8 "hunting". "Limited guests" means two (2) non immediate family members per Lot. See Article II, 2.2 for definition of Lot. Guests MUST be in the company of Property Owners in order to hunt. (new 3-25-99)

ARTICLE XV PENALTIES

15.1 Penalties for infractions of the Hardware Park Mountain Estates bylaws and restrictive covenants are as follows:

First time offense: Verbal Warning to offender and property owner.

Second time offense: Written Warning by Board to property owner.

Third time offense: Assessed a \$100.00 penalty to property owner. (reference Restrictive Covenant 15). (new 3-25-99)

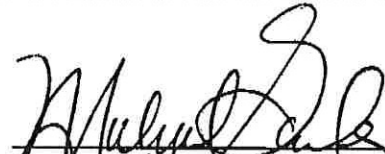
page 6 HPME Bylaws

15.2 All Hardware Park Mountain Estates lot owners and adjoining property owners (who have right of access to use HPME roads) are obligated to keep their yearly dues/assessments current. No new keys will be issued to those owners whose dues/assessments are not current. (new 3-23-2000)

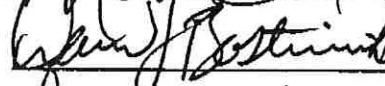
**ARTICLE XVI
SPRINGS / WATER SOURCE**

16.1 The Board of Directors shall insure that each spring / water source is tested each year in compliance with State standards. (new 3-25-99)


IN WITNESS WHEREOF, we, being the Directors of the HARDWARE PARK MOUNTAIN ESTATES, have hereunto set our hands this the 20th day of April, 2001.



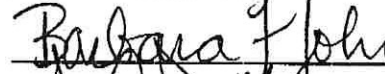
President




President-Elect



Dennis Weaver



Barbara Johnson



Dick Peterson

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All of Sections 25 and 36, and the SW1/4 of Section 25, Township 9 North, Range 3
East, Salt Lake Base and Meridian

16-095-0001 thru 16-095-0060


16-096-0001 thru 16-096-0065

16-094-0005 thru 16-094-0015

16-094-0018 thru 16-094-0023

Darrel Bostwick
Rick Peterson
Dennis Weiler
Barbara Johnson

Notary



Joseph A Corbin

4-1-03

Date

