

**First Amended and Restated
By-Laws of
BANDANNA RANCH LANDOWNER'S ASSOCIATION**

ARTICLE I

The principal office of the corporation in the State of Utah shall be located in Salt Lake City, Salt Lake County, State of Utah, The corporation may have such other offices either within or without the state of incorporation as the Board may designate or as the business of the corporation may from time-to-time require.

Hereinafter, the "*Boards*" shall refer to the governing board as elected by the Association membership and "*Membership*" shall refer to the landowners electorate.

ARTICLE II

Section 1: Meetings. The Board shall meet no less frequently than twice yearly. The time and place of meetings shall be posted with Ford's Inc., no later than 14 day prior to such meeting.

Section 2: Special Meetings. Special meetings of the Members for any purpose Or purposes may be called by the Board at the request of the general Association membership holding not less than 25% of the votes entitled to vote at such meeting.

It shall be the responsibility of those Association Members meeting to solicit attendance or proxy for such by notifying eligible membership in writing of *the call* for such meeting. Such notice shall be deposited in U.S. mail not less than fourteen (14) days prior to such meeting including *the day* of meeting and shall include agenda.

Section 3: Determination of Voting Eligibility. Any Member of the Association shall be entitled to vote pro rata one vote per lot ownership by proxy or by person. No lot shall be eligible which has unsatisfied lien(s) tiled by Ford's or by the Association_ Further, no lot shall be eligible which is more than ninety (90) days delinquent in Association dues or assessments. The day of record for establishment of such eligibility shall be ten (10) days prior to such proxy or roll-call ballot, including the day of ballot.

***Section 4: Vote by Proxy.* Any Member may vote by proxy. Such proxy shall be in writing, Failure to return proxy ballot shall be deemed a conveyance and authorization to the Board to exercise such voting privilege in any manner**

(affirmation or denial) deemed in the best interest of the Owners' Association.

Notice of proxy shall be deemed delivered when deposited in U.S. mail to the address of record.

Section 5: Agenda. Any Member eligible to vote may request items for consideration by notifying any trustee of such item(s). IF the requesting Member will not be personally present, then such agenda item for consideration shall be in writing.

Section 6: Order of Rule. The business of the corporation shall be managed by the Board. The Board shall in all cases act as a board and may adopt such rules and regulations for the conduct of their management as they deem proper and consistent with the statutes of Utah and the articles of these By-Laws.

Any decision by the Board may be over-ridden by a 75% majority of the eligible Members. IF the 75% majority contains a fractional vote. then the higher number shall constitute such majority.

ARTICLE III

Board of Trustees

Section I: General Powers. The business of the corporation shall be managed by the Board. Such management shall be in accordance with the statutes of the State of Utah and the articles of the By-Laws. Any conflict between the By-Laws and the Utah statute, such statutes shall prevail.

Section 2: Limitation. The Board expressly may not borrow any monies on behalf of their duties and shall not pledge any Association assets against such debt,

Section 3: Bonding. The membership may be indemnified by purchase of a fidelity bond of not less than 510,000.00 purchased by Association funds: such premium not to exceed 5250.00 per year.

Section 4 Number, Tenure and Qualifications. The number of Trustees shall be five chosen thusly: One (1) Trustee from each of the four (4) Associations (Buckboard, Stagecoach, Elkhorn arid Chuckwagon) who shall be elected by the eligible membership of each aforementioned Association(s). Association membership shall be determined by the Trust Deed of ownership. The remaining Trustee shall be from Ford's Inc. Such Member shall not be elected and shall be appointed by Ford's.

The elected Trustees shall be eligible voting Members of the general Association

membership. The term of the trusteeship shall be two (2) years except that the *first* term of the Chuckwagon and Stagecoach Trustee shall be one (1) year. Thereafter, each term shall be two (2) years. Any eligible Member may be placed in nomination for trusteeship. No Trustee may serve consecutive terms who has not attended at least 50% of scheduled Trustee meetings during the previous term. The Board quorum shall be four (4) Members. Absenteeism of more than 50% of scheduled Board meetings shall constitute a tendered resignation by the absent elected Trustee. Reinstatement shall require a 4/4 affirmative re-election by the remaining Trustees.

Section 5; Vacancies. Newly created trusteeships resulting from an increase in the number of Trustees and vacancies occurring in the Board for any reason may be filled by a vote of the majority of Trustees then in office. A Trustee thusly chosen shall hold office for the unexpired term of his/her predecessor.

Section 6: Removal. Any or all elected Trustees may be removed with or without cause by vote of the eligible Members constituting a 75% majority.

Section 7: Compensation. No compensation shall be paid to Trustees acting in the capacity of Trustee as outlined herein. Nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefore.

Section 8: Officers. Officers: president, vice-president, secretary, treasurer shall be chosen by the Board from ha current membership of such board.

President: The president shall be the principal executive officer of the corporation subject to the control of the board. He/she shall supervise and control all the business and affairs of the corporation. He/she preside at all meetings of the Members/Board. The president may not serve more than two (2) consecutive terms or a total of four (4) consecutive years. Once the president has served four (4) consecutive years in the office of president. he may thereafter no longer be a member of the Board for at least one term (two (2) years). The vice-president shall automatically succeed to the office of president after the president has served two (2) consecutive terms_ The vice-president will succeed to the office of president when. as and if the president resigns, and shall function as president in Such absence or inability or refusal to act by the president.

Vice-President: He/She shall function AS president in such absence or inability or refusal to act by the president. He/she shall perform other duties as directed from time-to-time by the Board_

Secretary: The secretary shall keep the minutes of the Members/Board meetings and shall maintain such records in accordance with the provisions provided by the By- Laws herein_ He/she shall keep a register of the address of record of each Member. It shall be the responsibility of the lot Owner/Member to notify the secretary of any change(s) in she address or name(s) of record.

Treasure: He/she shall be responsible for custody of all funds and securities of the corporation. He/she shall insure that corporate monies are deposited in interest bearing vehicles consistent with liquidity necessary for the proper discharge of financial obligation/authority- He/she shall insure that all monies paid for corporate cause/benefit shall bear the signature of an additional trustee and that an invoice be required prior to disbursement.

ARTICLE IV

Fiduciary

Section 1: Dues/Assessments. The Board shall be responsible for establishing the annual budget; for the collection of dues/assessments necessary for the operation of the Association in accordance with its Articles of Incorporation and the laws of the State of Utah_

Notice of dues/assessments shall be sent to each lot owner at the address of record and shall be a thirty (30)-day receivable. Delinquent assessments shall accrue interest at !he rate of 24% per annum or 2% per month from the first day of each delinquent month, beginning on the 31st day following the date such notice was sent.

The Board may, from time to time, increase the dues, but no increase shall exceed 15 % of the existing dues in any one year. The Board shall, at its discretion, file property liens to secure such debt and take such other and further action as is necessary to collect delinquent dues.

Section 2: Disbursements/Accounting. All Association disbursements shall bear the signatures of two (2) Trustees. All disbursements shall require an invoice.

ARTICLE V

Trustees' and Association Members' Liability

The Board shall be held harmless against any and all claims arising from the use, management, maintenance or transfer of those properties constituting Bandanna Ranch. It shall be expressly the obligation of each Member to provide warranties and liability indemnification deemed by the Member to constitute satisfactory protection from but not limited to acts of negligence, accident, theft, personal or common property abuse or damage or vehicular injury to property or person_

ARTICLE VI

Amendments

These By-Laws shall replace any and all individual Association By-Laws at the time of ratification by the Membership. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a vote of the Members .representing a 75% majority of eligible membership.

BANDANNA RANCH

LANDOWNER'S ASSOCIATION: