

After Recording, Return to:
494 West 1300 North
Springville, UT 84663

BY-LAWS
of
DESERT PLAYA
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
OFFICES

The name of the corporation is DESERT PLAYA HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the “Association”. The principal office of the corporation shall be located at 494 West 1300 North, Springville, UT 84663, but meetings of members and Trustees may be held at such places within the State of Utah, as may be designated by the Board of Trustees.

ARTICLE II
DEFINITIONS

Section 1. “Association shall mean and refer to DESERT PLAYA HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. “Properties” shall mean and refer to that certain real property described in the Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. “Common Area” shall mean all real property owned by the Association for the common use and enjoyment of the Owners as defined in the Declaration and the recorded plat.

Section 4. “Unit” or “Lot” shall mean and refer to any plot of land upon which is located a dwelling or which is intended for location of a dwelling and as defined in the Declaration. Units are identified upon the recorded plat by number. Units do not include the Common Areas as defined herein.

Section 5. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. “Declarant” shall mean and refer to DESERT PLAYA, LLC, together with its intended successors and assigns.

Section 7. “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Washington County Recorder.

Section 8. “Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. "Period of Administrative Control" shall have the same meaning as the Declarant Control Period as defined by the Declaration.

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 is not a legal holiday. The Board of Trustees, by a majority vote, may designate any other day and time for the annual meeting, if such date is within 90 days of the original date.

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 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, but not more than 60 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 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 By-Laws. 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.

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/her 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 Trustees for a term of three years, one Trustees for a term of two years, and one Trustee for a term of one year. At each annual meeting thereafter, the members shall elect a number of Trusteeships then becoming vacant for a term of three years. Except that during the Period of Administrative Control, the Declarant shall have the sole right and power to select or remove Trustees.

Section 3 - Removal. After the expiration of the Period of Administrative Control, 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 - Compensation. No Trustee shall receive compensation for any service he may render to the Association. However, any Trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5 - 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 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 non-members.

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 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. Except that during the Period of Administrative Control, the Declarant shall determine the frequency of meetings of the Board of Trustees.

Section 2 - Special Meetings. Special meetings of the Board of Trustees shall be held when called by the president, if any, 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) subject to the Declaration the Board shall adopt and publish rules and regulations;
- (b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (c) 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 offices, 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 Unit at least thirty (30) days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) foreclose the lien against any property for which assessments are not paid or to bring an 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 as required by Utah law;
- (f) cause the Common Area to be maintained.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1 - Enumeration of Offices. The officers of this Association shall be a president and vice-

president, 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 Appointment. 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:

President

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

Vice-President

(b) 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 shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) 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 shall perform such other duties as required by the Board.

Treasurer

(d) 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 account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall 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 Association may appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Trustees may appoint other committees as deemed appropriate in carrying out its purpose.

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 By-Laws 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. If the assessment is not paid within thirty (30) days after the due date, a late fee of \$10.00 shall be charged, 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 nonuse of the Common Area or abandonment of his Unit.

ARTICLE XII INDEMNIFICATION

The Association shall indemnify any and all persons who may serve at any time as an officer, trustee, director, employee, fiduciary or agent of the Association, and their heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement before or after suit is commenced, actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding, in which they, or any of them are made parties, or which may be asserted against them or any of them by reason of being, or having been, an officer, trustee, director, employee, fiduciary or agent of the Association, in connection with any action, suit or proceeding if such officer, trustee, director, employee, fiduciary or agent reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or

proceeding, had no reasonable cause to believe such conduct was unlawful. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders or otherwise.

ARTICLE XIII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of the voting membership, except that during the Period of Administrative Control the Declarant shall have the right to amend these By-Laws.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

IN WITNESS WHEREOF, we, being a *majority* of the Trustees of the DESERT PLAYA HOME OWNERS ASSOCIATION, INC., have hereunto set our hands this ____ day of _____, 20____.

Rick Salisbury

Vickie Salisbury

ACKNOWLEDGMENT

On the ____ day of _____, 20____, personally appeared before me Rick Salisbury and Vickie Salisbury, the signers of the above By-Laws, who duly acknowledged to me that they are the majority of the Trustees of DESERT PLAYA HOMEOWNERS ASSOCIATION, INC., and that they duly executed these By-Laws for and in behalf of the DESERT PLAYA HOME OWNERS ASSOCIATION, INC.

DATED this ____ day of _____, 20____.

Notary Public