

AMENDED BY-LAWS
OF
COBBLESTONE COMMUNITY HOMEOWNERS ASSOCIATION

The name of the corporation is Cobblestone Community Homeowners Association. The registered office of the corporation shall be 2 South Main Street, Suite 2D, Heber City, Utah 84032, but meetings of the members and directors may be held at such places within the State of Utah, County of Wasatch, as may be designated by the Board of Directors.

ARTICLE II.
DEFINITIONS

Section 1: "Act" shall mean the Utah Revised Nonprofit Corporation Act.

Section 2: "Association" shall mean and refer to Cobblestone Community Homeowners Association.

Section 3: "Properties" shall mean and refer to the real property described in Exhibit A attached hereto and in the Declaration of Covenants, Conditions and Restrictions, of the Association and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 4: "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 5: "Lot" shall mean a lot within the development as reflected on the subdivision plat recorded in the office of the Wasatch County Recorder.

Section 6: "Lots in all Phases" shall mean Lots in all Phases described in the Development Agreement recorded at the Wasatch County Recorder's Office whether or not the County has authorized construction within the Phase. It does not include any portion of the Properties that the Developer withdraws from the Properties pursuant to Article I of the Declaration.

Section 7: "Owner" shall mean the record title owner of a Lot as reflected in the records of the Wasatch County Recorder.

Section 8: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of the Cobblestone Subdivision recorded in the Office of the Wasatch County Recorder.

Section 9: "Developer" shall mean Cobblestone Development, LLC, developer of the Properties.

Section 10: "Member(s)" shall mean and refer to those persons entitled to membership as provided in the Declaration.

**ARTICLE III.
MEETING OF MEMBERS**

Section 1 – Annual Meeting: The first annual meeting of the members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held during the month of June each calendar year thereafter.

Section 2 – Special Meetings: Special meetings of the members may be called at any time by the president or by any two (2) members of 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.

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 last address appearing on the books of the Association, or supplied in writing by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of meeting, and the purpose or agenda of the meeting.

Section 4 – Quorum: A quorum shall consist of the number of votes of members present at a duly called meeting.

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 or interest therein.

Section 6 – The members may take action without a meeting to the full extent permitted by § 16-6a-707 of the Utah Code.

**ARTICLE IV.
BOARD OF DIRECTORS**

Section 1: The affairs of this Association shall be managed by a Board of Directors consisting of five (5) directors.

Section 2: Developer, its successor or assigns shall have the exclusive right to appoint and remove all Directors until 75% of the Lots in all Phases have been sold. Directors selected my, but need not, be Members of the Association.

Section 3: After 75% of the Lots in all Phases have been sold, the Members shall elect the Board of Directors as provided in Articles V and VI of these By-Laws. Directors elected by the Members must be Members of the Association.

**ARTICLE V.
BOARD OF DIRECTOS: SELECTION, TERM OF OFFICE**

Section 1 – Term of Office: Three (3) of the Directors elected by the Members shall serve one (1) year term and two (2) of the Directors shall serve for a term of two (2) years. At each annual meeting thereafter, the Members shall elect Directors to fill the terms then expiring.

Section 2 – Removal and Vacancy: Any Director elected by the Members or appointed by elected Directors may resign for any reason or be removed from the Board, with or without cause, by a majority vote of the Members of the Association at a meeting of the Members. Resignation shall be effective by providing written notice to the Board, and such resignation shall take effect immediately thereon. In the event of a vacancy on the Board for any reason, a successor shall be selected by the remaining elected Director and shall serve for the un-expired term of his predecessor.

Section 3 – Compensation: Directors shall receive compensation only for actual expenses incurred in the performance of their duties.

**ARTICLE VI.
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. 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.

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 VII.
MEETING OF DIRECTORS**

Section 1 – Regular Meetings: Regular meetings of the Board of Directors 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.

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

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

Section 4 – Action Taken Without a Meeting: The Board of Directors may take action without a meeting to the full extent permitted by the Act.

**ARTICLE VIII.
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

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

- a) Adopt and publish rules and regulations governing the use and maintenance of the Common Area and facilities, and the personal conduct of the members, their thereon, and invitees, and to establish penalties for the infraction thereof; which rules and regulation shall not be inconsistent with any provision of the declaration.
- b) Suspend the voting rights and the rights to use the recreational and other facilities on all or a part of the common area by any member of owner for any period during which such member or owner is delinquent in the payment of any assessment levied by the Association or is in violation of any provisions of the Declaration or of any rule or regulation of the Association.

Furthermore, after ten (10) days written notice specifying the default and the date of a hearing by the Board of Directors, the Board shall have the power on majority vote to suspend all or any part of the delinquent member's rights to vote and use all or any part of the recreational facilities located on common area or controlled by the Association so long as such member or owner continues in such default, and for an additional period not to exceed sixty (60) days after such default is remedied or discontinued.

- c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association by other provisions of these By-Laws, 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 from 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.
- f) Exercise all powers and duties necessary to comply with the provisions of the Declaration and Development Agreement.

Section 2 – Rules: 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.
- b) After 75% of the Lots in all Phases have been sold, to present a financial statement 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 Members who are entitled to vote.

- c) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- d) Make and collect assessments as provided in the Declaration.
- e) Issue, or to cause an appropriate officer to issue, upon demand by a member, 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.
- f) Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- g) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- h) Cause the common area to be maintained in a clean, safe, and attractive manner.
- i) Cause the owners of the Lots to maintain the exterior of the dwellings, and the yards around the dwellings, in a clean, safe and attractive manner, and in compliance with the Declaration.
- j) To generally enforce all provisions of the Declaration as they may apply to owners of lots and the use and maintenance thereof.

Section 3: The Board of Directors shall bear the right and responsibility to enforce the provisions of the Declaration with respects to the rights and privileges of the Association and each member thereof. The provisions of this paragraph do not impair the rights of any individual Member to enforce the provisions of the Declaration with respects to such Member to the extent permitted by the Declaration.

ARTICLE IX. 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 offices as the Board may from time to time, by resolution, create.

Section 2 – Election of Officers: The election of officers shall take place at a 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 shall each hold office for the described in Article V Section 1, unless he/she shall sooner resign, be removed, or other be disqualified to serve.

Section 4 – Resignation and Removal: Any officer may resign or be removed from office with or without cause as provided in Article V Section 2.

Section 5 – Vacancies: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve the remainder of the term of the officer so replaced.

Section 6 – 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.

Section 7 – Duties: The duties of the officers are as follows:

- a) President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; except as may otherwise from time to time be provided by the Board shall sign leases, mortgages, deeds and other written instruments.
- 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 shall 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 shall 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 resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE X. COMMITTEES

The Association shall appoint an Architectural and Building Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI. 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 Incorporations, and the By-Laws of the Association shall be available for inspection by any Member at the registered office of the Association where copies may be purchased at reasonable cost.

**ARTICLE XII.
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.

**ARTICLE XIII.
CORPORATE SEAL**

The Association shall have seal in circular form having within its circumference the words: Cobblestone Community Homeowners Association.

**ARTICLE XIV.
INDEMNIFICATION**

The Association shall and does hereby indemnify and hold harmless (each person and his or her heirs and administrators) who shall serve at any time as a Director and/or employee of the Association to the fullest extent allowable under Utah law from and against any and all claims, judgments, and liabilities to which such persons shall become subject, by reason of his or her having heretofore or hereafter been a Director and/or employee of the Association or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have taken by him as such Director and/or employee and shall reimburse any such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability. This indemnification does not apply to intentional, malicious or willful acts or omissions of the Director and/or employee. It is the intent hereof that the Directors or employees be and are hereby indemnified to the fullest extent permitted by the laws of the State of Utah and these By-Laws.

**ARTICLE XV.
AMENDMENTS**

Section 1: Developer, its successor or assigns shall have the exclusive right to amend these By-Laws until 75% of the Lots in all Phases have been sold.

Section 2: After 75% of the Lots in all Phases have been sold, these By-Laws may be amended, at a regular or special meeting of the Members, by a majority vote of the quorum of membership present in person or by proxy.

Section 3: 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.

**ARTICLE XVI.
MISCELLANEOUS**

Section 1 – Fiscal Year: The fiscal year of the Association shall begin on the first day of January and end of the thirty-first day of December of every year except that the first fiscal year shall begin on the date of incorporation.

EXHIBIT A

LEGAL DESCRIPTION FOR COBBLESTONE, ALL OF PHASES 1 THROUGH 6

BEGINNING NORTH 37.59 FEET AND EAST 16.31 FEET FROM THE SOUTH ONE-QUARTER CORNER OF SECTION 4, TOWNSHIP 4 SOUTH, RANGE 5 EAST, SALT LAKE BASE AND MERIDIAN (BASIS OF BEARINGS: NORTH 89E51'12 EAST BETWEEN SOUTH ONE-QUARTER AND SOUTHEAST CORNER OF SAID SECTION 4); AND RUNNING THENCE NORTH 00E46'51 EAST 484.05 FEET; THENCE SOUTH 89E57'52 WEST 477.24 FEET; THENCE NORTH 00E05'09 WEST 545.09 FEET; THENCE EAST 224.04 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE SOUTHWEST FROM WHICH A RADIAL LINE BEARS SOUTH 8.00 FEET; THENCE SOUTHEASTERLY ALONG THE ARC OF SAID CURVE 11.78 FEET THROUGH A CENTRAL ANGLE OF 84°22'11" (CHORD BEARS SOUTH 47E48'55 EAST 10.74 FEET) TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE EAST AND FROM WHICH A RADIAL LINE BEARS NORTH 84°28'30" EAST 430.00 FEET; THENCE NORTHERLY 74.68 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 09°57'02" (CHORD BEARS NORTH 00°32'59" WEST 74.58 FEET) TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHWEST AND FROM WHICH A RADIAL LINE BEARS NORTH 85°28'06" WEST 8.00 FEET; THENCE SOUTHWESTERLY 12.13 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 86°51'27" (CHORD BEARS SOUTH 47°57'38" WEST 11.00 FEET); THENCE WEST 223.21 FEET ON A TANGENT LINE; THENCE NORTH 00E05'09 WEST 513.94 FEET; THENCE SOUTH 89E53'38 EAST 538.93 FEET; THENCE NORTH 01E45'45 WEST 370.40 FEET; THENCE SOUTH 89E39'20 EAST 338.58 FEET; THENCE SOUTH 89E39'36 EAST 875.15 FEET; THENCE NORTH 89°40'32" EAST 38.51 FEET; THENCE SOUTH 00E03'26 EAST 666.30 FEET; THENCE SOUTH 00°06'34 EAST 623.99 FEET; THENCE SOUTH 00°22'16" EAST 676.73 FEET; THENCE NORTH 89°54'38" WEST 1313.68 FEET TO THE POINT OF BEGINNING.

CONTAINS 70.43 ACRES

Brent E. Christensen, PLS
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Cobblestone Phase I	Cobblestone Phase II	Cobblestone Phase III	Cobblestone Phase IV
OCJ-1047	OCJ-1001	OCJ-1009	OCJ-1091
OCJ-1048	OCJ-1002	OCJ-1010	OCJ-1092
OCJ-1049	OCJ-1003	OCJ-1011	OCJ-1093
OCJ-1050	OCJ-1004	OCJ-1012	OCJ-1094
OCJ-1051	OCJ-1005	OCJ-1013	OCJ-1095
OCJ-1052	OCJ-1006	OCJ-1014	OCJ-1096
OCJ-1053	OCJ-1007	OCJ-1015	OCJ-1097
OCJ-1054	OCJ-1008	OCJ-1016	OCJ-1098
OCJ-1055	OCJ-1042	OCJ-1017	OCJ-1099
OCJ-1056	OCJ-1043	OCJ-1018	OCJ-1103
OCJ-1057	OCJ-1044	OCJ-1019	OCJ-1104
OCJ-1058	OCJ-1045	OCJ-1020	OCJ-1105
OCJ-1059	OCJ-1046	OCJ-1021	OCJ-1106
OCJ-1060	OCJ-1075	OCJ-1022	OCJ-1107
OCJ-1061	OCJ-1076	OCJ-1023	OCJ-1108
OCJ-1062	OCJ-1077	OCJ-1024	OCJ-1109
OCJ-1063	OCJ-1078	OCJ-1025	OCJ-1110
OCJ-1064	OCJ-1079	OCJ-1026	OCJ-1111
OCJ-1065	OCJ-1080	OCJ-1027	OCJ-1112
OCJ-1066	OCJ-1081	OCJ-1028	OCJ-1113
OCJ-1067	OCJ-1082	OCJ-1029	OCJ-1117
OCJ-1068	OCJ-1083	OCJ-1030	OCJ-1118
OCJ-1069	OCJ-1084	OCJ-1031	OCJ-1119
OCJ-1070	OCJ-1085	OCJ-1032	OCJ-1120
OCJ-1071	OCJ-1086	OCJ-1033	OCJ-1121
OCJ-1072	OCJ-1087	OCJ-1034	OCJ-1122
OCJ-1073	OCJ-1088	OCJ-1035	OCJ-1123
OCJ-1074	OCJ-1089	OCJ-1036	OCJ-1124
	OCJ-1090	OCJ-1037	OCJ-1125
		OCJ-1038	OCJ-1126
		OCJ-1039	OCJ-1127
		OCJ-1040	
		OCJ-1041	
		OCJ-1100	
		OCJ-1101	
		OCJ-1102	
		OCJ-1114	
		OCJ-1115	
		OCJ-1116	