

BY-LAWS
OF
HUNTER'S CROSSING HOMEOWNERS ASSOCIATION, INC.

ARTICLE I. OFFICES

1.01 Registered Office. The initial registered office of the Corporation shall be located at such place as is set forth in the Articles of Incorporation of the Corporation. The registered office of the Corporation may be changed from time to time by resolution of the Board of Directors and pursuant to the provisions of the Utah Revised Nonprofit Corporation Act (the "Act").

1.02 Other Offices. The principal place of business of the Corporation shall be located at 20 South State Street, Lindon, Utah, 84042. The Corporation may have such other offices either within or without the State of Utah as the Board of Directors may designate or as the business of the Corporation may require.

ARTICLE II. MEMBERS

2.01 Annual Meetings. The annual meeting of the Members of the Association shall be held on the first Tuesday in March at 7:00 P.M. at a location to be set by the Board of Directors of the Association, beginning in the year following the year in which the Association is incorporated. The Board of Directors may designate some other time, date and place for the annual meeting by giving proper notice of the change in advance of the meeting. The purpose of the annual meeting is to elect the Officers and Directors, and to consider such other business that comes before the meeting. If the Directors are not elected at the annual meeting, the existing Directors shall continue to serve until their successors are named in a special meeting called for that purpose, or until the next annual meeting. The Directors may change the date, time and place of the annual meeting as they see fit by formal resolution.

2.02 Special Meetings. Special meetings of the Members may be called by the Board of Directors or by the President as they see fit, or by the Members of the Association representing not less than 33% of the total votes of the Association. Any notice of special meeting shall state the time, place, and date of the meeting, and the matters to be considered at the meeting. When a special meeting is called by the Members of the Association, the notice shall be in writing, and delivered to the President or the Chairman of the Board.

2.03 Notice of Meetings. The Board of Directors shall cause written or printed notice of the date, time, place and purposes of all meetings of the Members. The notice will be sent to

each Member not more than twenty (20) days but not less than ten (10) days prior to the meeting. Mailed notice is deemed delivered when it is deposited in the United States Mail, postage prepaid, addressed to the Member at the last known address. Each Member shall register his or her address with the Association, and it shall be the obligation of the Member to provide notice of any change of address to the Association. If no address is registered, the Association may mail that Member's notice to the Secretary of the Association as the agent for the Member. Only one notice will be mailed on each Lot, so if there are multiple owners, they must designate one of them to receive the notice of the meeting on their behalf.

2.04 Members of Record. Upon purchasing a lot ("Lot") in Hunter's Crossing Subdivision, each Owner shall promptly furnish the Association with a copy of the deed or other instrument under which he or she acquired title to the Lot. For purposes of determining a quorum, determining the persons entitled to vote, and all other matters before a meeting of the Members, the Association may designate a record date, not more than seventy (70) days prior to the meeting date to determine the Members entitled to notice and to vote at the meeting. If no record date has been fixed, the record date is deemed to be the day prior to the day the first notice is sent to the Members. Persons who become Members subsequent to the record date, or whose ownership is not registered with the Association shall not be counted in comprising a quorum, and shall not be entitled to vote at a meeting. This shall not preclude a person who acquires his or her Membership subsequent to the record date voting the interest of his predecessor under a written proxy.

2.05 Quorum. At any meeting of the Members, the presence of Members, in person or by proxy, holding the right to cast votes at the meeting of the Association shall constitute a quorum for the transaction of business.

2.06 Proxies. At each meeting of the Members, each Member entitled to cast a vote shall be entitled to vote in person or by written proxy. All proxies must be in writing, signed by the Member as shown on the records of the corporation. When a Membership is jointly held, the proxy shall be signed by at least one of the joint owners of the Membership. Proxies must be presented to the Secretary of the Meeting at the beginning of the meeting for purposes of determining a quorum. The secretary will make an entry of proxies in the minutes of the meeting.

2.07 Waiver of Notice. Any member may waive notice of any meeting or any other notice required by the Act, the Articles of Incorporation or these By-laws either before or after the date and time of the meeting or action for which notice is required. Such waiver shall be in writing, and signed by the member entitled to notice and delivered to the Corporation for inclusion in the Corporate minutes or other Corporate records. A member's attendance at a meeting shall constitute a waiver of objection to lack of or a defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business thereat because of such lack of or defective notice and also constitutes a waiver of objection to the consideration of a particular matter at a meeting that is not within the purposes set forth in the notice of such meeting unless the member objects to considering the matter when it is presented.

2.08 Voting Rights. Members shall be all Owners of Lots. Each Member shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as the Owners thereof shall determine, but in no event shall more than one vote be cast with respect to any Lot. In the event the Lot Owners can not agree as to how to cast their vote, then no vote will be cast. In the event one or more Lots are combined to form a single Lot, then such combined Lot shall be entitled to only one vote. With respect to each matter presented to the Members, including the election of Directors, each Member will be entitled to cast the votes described above. If only one of the multiple owners is present at the meeting, the other owners are deemed to have consented to that owner voting the interests of that Lot or Membership.

2.09 Simple Majority. Any matter placed before the Members for a vote shall pass if there is an affirmative vote of the majority of the Members present at the meeting (and there is a quorum present). Election of Directors will be by secret ballot. Other matters may be voted by secret ballot or by show of hands or such other means as the officer conducting the meeting shall determine.

2.10 Waiver of Irregularities. Any inaccuracies, irregularities, or errors in any call for a meetings or notice of meeting, inaccuracies or irregularities in the determination of a quorum or acceptance of proxies are deemed waived unless there is a objection stated at the meeting prior to the vote being taken.

2.11 Informal Action. Any act which is required to be taken or approved at a meeting may be taken or approved without a formal meeting if all of the Members consent to the action in writing prior to the action being taken. The Members may hold meetings for which formal notice was not given if the Members waive notice prior to the meeting.

2.12 Conduct of Meetings. The Chairman of the Board, if there be one, or if not, or in the absence of the Chairman of the Board, the President, or in the absence of the President, any director or Vice President selected by the members present, shall preside at meetings of the members. The Secretary, or in the absence of the Secretary, the Assistant Secretary, shall act as secretary of all meetings of members. In the absence at any such meeting of the Secretary and all Assistant Secretaries, the presiding officer may appoint another person to act as secretary at such meeting.

ARTICLE III. BOARD OF DIRECTORS

3.01 General Powers. All corporate powers of the Corporation shall be exercised by or under the authority of and all business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

3.02 Number, Tenure and Qualifications. The number of Directors of the Corporation shall be five (5), provided, however, that for so long as there are less than three members entitled

to vote for the election of Directors, the number of Directors set forth above may be reduced to be equal to or greater than the number of such members. The number of Directors may be changed from time to time by amendment to the By-Laws by a majority vote of the Board of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office. Directors need not be residents of the State of Utah or members of the Corporation. At the first annual meeting of members, the terms of office of the Board of Directors shall be fixed as follows: The terms of office of three (3) Directors shall be set at two years; and the terms of office of two (2) Directors shall be set at one year. At the expiration of the initial term of office of each Director, the successor shall be elected to serve for a term of two (2) years. The Directors shall be elected at the annual meeting of members and shall hold office until such Director's successor has been elected and qualified or until such Director's death, resignation or removal.

3.04 Resignation. A Director may resign at any time by delivering written notification thereof to the Corporation. The resignation shall become effective on the date designated in the notice of resignation or in the event no designation is made in the notice, the resignation shall be effective upon its receipt by the Corporation.

3.05 Removals. Any Director may be removed, with or without cause, at any duly constituted members' meeting called for and for which the notice thereof states that the purpose, of one of the purposes thereof is a removal of the Director. A Director may be removed if the number of votes cast to remove the Director exceeds the number of votes cast against removal.

3.06 Vacancies. Any vacancy occurring in the Board of Directors whether by resignation, removal, or increase in the number of the Directors, may be filled by a vote of the members, the Board of Directors, or the affirmative vote of a majority of the remaining Directors though the remaining Directors constitute less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. If any Director is removed from office by the members at a members' meeting, the members shall elect a Director to fill the vacancy at the same members' meeting.

3.07 Meetings. Meetings of the Board of Directors may be held either within or without the State of Utah. Meetings may be conducted by any means of communication by which all Directors participating in the meeting can hear each other during the meeting. A Director participating in a meeting by such means is considered to be present in person at the meeting. A regular meeting of the newly elected Board of Directors shall be held immediately following each annual meeting of the members. Additional Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or any two Directors. The person or persons authorized to call a special meeting of the Board of Directors may fix any date, time and place, as the place for holding any special meeting of the Board of Directors. Neither the business transacted nor the purpose of any

regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.08 Notice. Notice of any special meeting shall be given at least 2 days prior thereto by written notice delivered personally, mailed, telecopied, or telegraphed to each Director at their business address or residence. If mailed, such notice shall be deemed to be delivered one day after it is deposited in the United States Mail so addressed with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by telecopier, such notice shall be deemed to be delivered when the telecopy is transmitted.

3.09 Waiver of Notice. Any Director may waive notice of any meeting, either before or after the date and time of the meeting. Such waiver shall be in writing, signed by the Director and delivered to the Corporation for inclusion in the Corporate minutes or other corporate records. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting because of lack of or defective notice, and does not vote for or assent to action taken at the meeting.

3.10 Conduct of Meetings. The Chairman of the Board, if there be one, or if not, or in the absence of the Chairman of the Board, the President, or in the absence of the President, any Director selected by the Directors present, shall preside at meetings of the Board of Directors. The Secretary or any Assistant Secretary of the Corporation, or in the absence of the Secretary and all Assistant Secretaries, any person appointed by the presiding officer, shall act as secretary at any such meeting.

3.11 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at any meeting, then the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum is present.

3.12 Voting. At all meetings of the Board of Directors, each Director shall have one vote on each issue to be decided. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise specifically provided by statute, the Articles of Incorporation or these By-laws.

3.13 Assent to Action. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be considered to have assented to the action taken unless: (a) The Director objects at the beginning of the meeting or promptly upon arrival to holding the meeting or transacting business at the meeting and does not vote for or assent to any action taken at the meeting; (b) the Director contemporaneously requests his or her dissent or abstention to any specific action to be entered into the minutes of the minutes of the meeting, or (c) the Director causes written notice of a dissent or abstention to any specific

action to be received by the presiding officer of the meeting before adjournment or by the Corporation promptly after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of any such action. Absence of a member of the Board of Directors from any meeting of the Board shall in no way give rise to any presumption of assent.

3.14 Action by Board of Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all of the Board of Directors consent, in writing, to the action. Any such action by the Board of Directors is effective when the last Director signs the consent describing the action taken unless the Board of Directors establishes a different effective date. Any Director may revoke his consent if the revocation is in writing and is received by the Secretary or any other officers authorized by the Board of Directors to receive the revocation, prior to the effective date of the action. Action taken under this section shall have the same effect as if taken at a meeting of directors and may be described as such in any document.

ARTICLE IV. OFFICERS

4.01 Officers. The Officers of the Corporation shall be elected by the Board of Directors and shall include a President, one or more Vice Presidents, a Secretary and a Treasurer. If no Treasurer is specified, the Secretary shall also be deemed the Treasurer. Any two or more offices may be held by the same person. The Board of Directors may also choose such other Officers, Assistant Officers and agents as may be deemed necessary.

4.02 Election and Term of Office. The Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members shall elect the Officers of the Corporation. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until such Officer's successor shall be duly elected and qualified until such Officer's death, resignation or removal.

4.03 Removal. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4.05 Chairman of the Board. The Chairman of the Board, if there shall be such an Officer, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may from time to time be assigned to the Chairman of the Board by the Board of Directors or prescribed by these Bylaws. If the Chairman of the Board

is designated the chief executive officer of the Corporation, the Chairman of the Board shall have all powers granted to the President.

4.06 President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an Officer, the President shall be the chief executive officer of the Corporation or, in the event the Chairman of the Board is designated the chief executive officer, the President shall be the chief operating officer, and shall, subject to control of the Board of Directors, have general supervision, direction, and control of the business and Officers of the Corporation, and shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall: sign all certificates of stock of the Corporation, in conjunction with the Secretary or Assistant Secretary, unless otherwise ordered by the Board of Director; and, when authorized by the Board of Directors or required by law, execute in the name of the Corporation deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, bonds, debentures, contracts, and other papers and instruments in writing, and unless the Board of Directors shall order otherwise by resolution, make such contracts as the ordinary conduct of the Corporation's business may require. The President may, subject to the approval of the Board of Directors, appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents, employees, and clerks of the Corporation other than duly appointed officers, and control, subject to the direction of the Board of Directors, all of the Officers, agents, and employees of the Corporation. Unless otherwise directed by the Board of Directors, the President shall attend, in person or by substitute appointed by the President or the Vice President and the Secretary or the Assistant Secretary, all meetings of the members of any corporation in which the Corporation holds stock, to vote such stock and act on behalf of the Corporation.

4.07 Vice President. In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all of the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these Bylaws.

4.08 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall keep or cause to be kept a record of all of the proceedings at such meetings, all actions taken by the members with or without a meeting, and all waivers of notice of meetings kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, in accordance with these Bylaws and as required by statute. The Secretary shall keep in safe custody the seal of the Corporation and affix the same to any instrument requiring the same. The Secretary shall sign, with the President or a duly authorized Vice President, certificates for Shares of the Corporation; shall keep a register arranged alphabetically of the post office addresses of each member of the Corporation; and have general charge of and keep and maintain the stock transfer books of the

Corporation. The Secretary shall properly keep, or cause to be kept, all books, reports, statements, certificates and other documents required by statute. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. In the absence or disability of the President and all Vice Presidents, the Secretary shall perform the duties and exercise the powers of the President.

4.09 Assistant Secretaries. The Assistant Secretaries in the order of their seniority, unless otherwise determined by the Board of Directors, shall, at the request of the Secretary, or in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. The Assistant Secretary shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe, provided that in the absence of the express delegation of other duties or powers by the Board of Directors, no Assistant Secretary shall have the authority to act in such capacity except as permitted herein.

4.10 Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts, disbursements, and all other appropriate accounting records in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, when the Board of Directors so require, an account of all such transactions and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sums and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of the Treasurer and for the restoration to the Corporation, in case of the death, resignation, retirement or removal from office of the Treasurer, of all books, papers, vouchers, money and other property of whatever kind in the possession or control of the Treasurer belonging to the Corporation.

4.11 Assistant Treasurers. The Assistant Treasurers in the order of their seniority, unless otherwise determined by the Board of Directors, shall, at the request of the Treasurer, or in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. The Assistant Treasurers shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe, provided that in the absence of the express delegation of other duties or powers, no Assistant Treasurer shall have the authority to act in such capacity except as permitted herein.

4.12 Compensation. The Officers will serve without compensation, provided that their reasonable out of pocket expenses in performing their duties for the Association will be reimbursed. The Board may fix such other compensation as it finds appropriate given the responsibility of the officers.

ARTICLE V. GENERAL PROVISIONS

5.01 Fiscal Year. The fiscal year of the Corporation shall begin and end at such time as determined by the filing of the first federal income tax return for the Corporation or by resolution of the Board of Directors.

5.02 Seal and Official Records. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal." The Board of Directors may alter said seal at its pleasure. The said seal shall be used and impressed upon all stock certificates, and may be used and impressed upon the contracts of the Corporation and documents transferring property of the Corporation. The stock certificate book, stock transfer book, minute book and corporate financial records shall be of the type determined and established by the Board of Directors and may be changed from time to time in its discretion.

5.03 Amendments. Subject to any restriction contained in the Articles of Incorporation and subject to the provisions of Utah Code Ann. §16-10a-1021 and §16-10a-1022, these By-Laws may be altered, amended or repealed or new By-Laws may be adopted by the Board of Directors by a majority vote of the Directors present at any regular or special meeting, at which a quorum is present.

5.04 Limitation of Liability and Indemnification. Except to the extent the limitation of liability is restricted by Utah Code Ann. §16-10a-841, no Officer or Director shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said Officer or Director performed for or on behalf of the Corporation. The Corporation shall provide such indemnification to the Officers, Directors and related persons as is provided for pursuant to the provisions of the Act and as the Act may hereafter be amended. Further, the Corporation may enter into agreements with the Officers and Directors and persons to be indemnified as may be approved from time to time by the Board of Directors.

The above and foregoing Bylaws are hereby authenticated as the By-laws duly adopted by the Board of Directors of the Corporation on the _____ day of October, 2002.

Attest:

Secretary

**MEETING BY UNANIMOUS WRITTEN CONSENT OF THE
INCORPORATOR AND BOARD OF DIRECTORS OF
HUNTER'S CROSSING HOMEOWNERS ASSOCIATION, INC.**

The following action is hereby taken by unanimous consent of the Incorporator and the Board of Directors of Hunter's Crossing Homeowners Association, Inc., a Utah corporation, in lieu of and without the organizational meeting provided in §16-6a-205, UTAH CODE ANN., as amended, and of a special meeting of the Board of Directors of the company as authorized by the Utah Revised Nonprofit Corporation Act:

WHEREAS, the following action is deemed by the incorporator and directors to be in the best interest of Hunter's Crossing Homeowners Association, Inc.;

RESOLVED that Ryan Hudman is hereby elected as President of the corporation, that John Lewis, Blake Lunsford and Richard John are hereby elected as Vice Presidents of the corporation, and Deborah Hall is hereby elected as Secretary of the corporation and Deborah Hall is hereby elected as Treasurer of the Corporation.

RESOLVED that the By-Laws of the said corporation, a copy of which was presented for approval are hereby approved and accepted by the Board of Directors as the By-Laws for of the Hunter's Crossing Homeowners Association, Inc., a Utah corporation.

RESOLVED that the corporation adopt the corporate seal whose impression is here affixed and the President and Secretary of the Corporation are instructed to use the seal and affix the seal to all appropriate records.

RESOLVED that the President and Secretary of the corporation are hereby authorized to execute on behalf of the corporation any and all forms of bank resolutions dealing with corporate matters, including the establishing and maintaining of corporate bank accounts, which in their judgment from time to time may be required for the proper fiscal management of the corporation, including the designation thereon of such authorized signatures of corporate officers or other agents as may to them seem appropriate. Such officers may execute such banking resolution or resolutions as if authorized to do so by a specific resolution of the Board of Directors adopted on the date this resolution was adopted by the Board. A copy of such banking resolutions shall be placed in the Corporate Minute Book.

RESOLVED that the Treasurer shall pay all fees and expenses incident and necessary for the formation of the corporation.

RESOLVED that the elected officers of the corporation shall commence operation of the business and conduct its affairs pursuant to the Declaration of Easements, Covenants, Conditions, and Restrictions, Articles of Incorporation and By-Laws.

The undersigned being all of the Incorporator and members of the Board of Directors of Hunter's Crossing Homeowners Association, Inc., do hereby consent to the foregoing action this _____ day of April, 2002.

INCORPORATOR:

Laura D. Bunker

DIRECTORS:

John Lewis

Blake Lunsford

Ryan Hudman

Richard John

Deborah Hall