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**BYLAWS
OF
GREEN HILL COUNTRY ESTATES HOMEOWNERS ASSOCIATION
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BYLAWS

OF

GREEN HILL COUNTRY ESTATES HOMEOWNERS ASSOCIATION

ARTICLE I

MAILING ADDRESS

The address of the Corporation is P.O. Box 372, Huntsville, UT 84317

ARTICLE II

MEMBERS MEETINGS

Section 1. Annual Meetings. The annual meeting of the Members of the Corporation shall be held at such place within or without the State of Utah as shall be set forth in compliance with these Bylaws. The meeting shall be held on the second Tuesday of September of each year, at 7:00 p.m. If such day is a legal holiday, the meeting shall be on the next business day. This meeting shall be for the election of Trustees and for the transaction of such other business as may properly come before it.

Section 2. Special Meetings. Special meetings of Members, other than those regulated by statute, may be called at any time by the President, or a majority of the Trustees, and must be called by the President upon written request of the holders of twenty-five (25%) percent of the members entitled to vote at such special meeting. Written notice of such meeting stating the place, the date and hour of the meeting, the purpose or purposes for which it is called, and the name of the person by whom or at whose direction the meeting is called shall be given. The notice shall be given to each member of record in the same manner as notice of the annual meeting. No business other than that specified in the notice of the meeting shall be transacted at any such special meeting.

Section 3. Notice of Members Meetings. The Secretary shall give written notice stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, which shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the books of the Corporation, with postage thereon prepaid.

Section 4. Place of Meeting. The Board of Trustees shall designate any place, either within or without the State of Utah, as the place of meeting for any annual meeting or for any special meeting called by the Board of Trustees. A waiver of notice signed by all Members entitled to vote at a meeting may designate any place, either within or without the State of Utah, as the place for the holding of such meeting.

Section 5. Record Date. The Board of Trustees may fix a date not less than ten nor more than thirty days prior to any meeting as the record date for the purpose of determining Members entitled to notice of and to vote at such meetings of the Members. The transfer books may be closed by the Board of Trustees for a stated period not to exceed thirty days for the purpose of determining Members entitled to receive payment of any dividend, or in order to make a determination of Members for any other purpose.

Section 6. Quorum. The members present at any duly called meeting of the members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members except where the purpose of such meeting is to vote on a change in the maximum monthly assessment or any change to the Covenants, Conditions, and Restrictions (CC&R) of Green Hill Country Estates. Refer to CC&Rs for quorum definitions.

Section 7. Voting. The owners of each lot in Green Hill Country Estates shall be entitled to one vote for each lot owned, and may vote at such meeting in person or by proxy. Except as herein or in the Articles of Incorporation otherwise provided, all corporate action shall be determined by no less than **fifty-one** percent (51%) of the votes cast at the meeting of Members by the holders of membership certificates entitled to vote thereon.

Section 8. Proxies. At all meetings of Members, a member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Informal Action by Members. Any action required to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to a vote with respect to the subject matter thereof.

ARTICLE III

BOARD OF TRUSTEES

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Trustees. The Board of Trustees may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper.

Section 2. Number, Tenure, and Qualifications. The number of Trustees of the Corporation shall be at least three and as many as the membership may determine from time to time. Each Trustee shall hold office until his successor shall have been elected and qualified. Trustees must be Members of the corporation.

Section 3. Regular Meetings. A regular meeting of the Board of Trustees shall be held without other notice than by this Bylaw, immediately following after and at the same place as the annual meeting of Members. The Board of Trustees may provide by resolution, the time and place for the holding of additional regular meetings without other notice than this resolution.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called to order by the chairman of the Board, the President, or by one-third of the Trustees. The Secretary shall give notice of the time, place and purpose or purposes of each special meeting by mailing the same at least two days before the meeting or by telephoning the same at least one day before the meeting to each Trustee.

Section 5. Quorum. A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice. At any meeting at which every Trustee shall be present, even though without any notice, any business may be transacted.

Section 6. Manner of Acting. At all meetings of the Board of Trustees, each Trustee shall have one vote. The act of a majority present at a meeting shall be the act of the Board of Trustees, provided a quorum is present.

Section 7. Vacancies. A vacancy in the Board of Trustees shall be deemed to exist in case of death, resignation, or removal of any Trustee.

Section 8. Removals. Trustees may be removed at any time by a vote of the Members holding seventy-five (75%) percent of the members entitled to vote. Such vacancy shall be filled by the

Trustees then in office, though less than a quorum, to hold office until the next annual meeting or until a successor is duly elected and qualified, except that any trusteeship to be filled by reason of removal by the Members may be filled by election by the Members at the meeting at which the Trustee is removed. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of his term of office.

Section 9. Resignation. A Trustee may resign at any time by delivering written notification thereof to the President or Secretary of the Corporation. Resignation shall become effective upon its acceptance by the Board of Trustees; provided, however, that if the Board of Trustees has not acted thereon within ten days from the date of its delivery, the resignation shall upon the tenth day be deemed accepted.

Section 10. Presumption of Assent. A Trustee of the Corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

Section 11. Emergency Power. When, due to a national disaster or death, a majority of the Trustees are incapacitated or otherwise unable to attend the meetings and function as Trustees, the remaining members of the Board of Trustees shall have all the powers necessary to function as a complete Board, and for the purpose of doing business and filling vacancies shall constitute a quorum, until such time as all Trustees can attend or vacancies can be filled pursuant to these Bylaws.

Section 12. Chairman. The Board of Trustees may elect from its own number a Chairman of the Board, who shall preside at all meetings of the Board of Trustees, and shall perform such other duties as may be prescribed from time to time by the Board of Trustees.

ARTICLE IV

OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by a majority of the Board of Trustees. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of

Trustees. In its discretion, the Board of Trustees may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except the offices of President and Secretary. All Officers must be Trustees or Members of the Corporation, except the Secretary and/or Treasurer need not be a Trustee or Member.

Section 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Trustees shall be elected annually by the Board of Trustees at the first meeting of the Board of Trustees held after each annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner herein after provided.

Section 3. Resignations. Any officers may resign at any time by delivering a written resignation either to the President or to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon delivery.

Section 4. Removal. Any officer or agent may be removed by the Board of Trustees whenever in its judgement the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any such removal shall require a majority vote of the Board of Trustees, exclusive of the officer in question if he is also a Trustee.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, or if a new office shall be created, such vacancy may be filled by the Board of Trustees for the unexpired portion of the term.

Section 6. President. The President shall be the chief executive and administrative officer of the company. He shall preside at all meetings of the members and at meetings of the Board of Trustees. He shall exercise such duties as customarily pertain to the office of President and shall have general and active supervision over the property, business, and affairs of the company and over its several officers. He may not sign, execute and deliver in the name of the company powers of attorney, contracts, bonds and other obligations without the approval of the Board. And he shall perform such other duties as may be prescribed from time to time by the Board of Trustees or by the Bylaws.

Section 7. Vice President. The Vice President shall have such powers and perform such duties as may be assigned to him by the Board of Trustees or the President. In the absence or disability of the President, the Vice President designated by the Board or the President shall perform the duties and exercise the powers of the President. A Vice President may sign and execute contracts and other obligations pertaining to the regular course of his duties as approved by the Board of Trustees.

Section 8. Secretary. The Secretary shall, subject to the direction of a designated Vice President, keep the minutes of all meetings of the members and of the Board of Trustees and, to the extent ordered by the Board of Trustees or the president, the minutes of meetings of all committees. He shall have custody of the corporate seal and general charge of the records, documents and papers of the company not pertaining to the performance of the duties vested in other officers, which shall at all reasonable times be open to the examination of any Trustee. He may sign or execute contracts with the President or Vice President thereunto authorized in the name of the company and affix the seal of the company thereto. He shall perform such other duties as may be prescribed from time to time by the Board of Trustees or by the Bylaws. Assistant Secretaries shall assist the Secretary and shall keep and record such minutes of meetings as shall be directed by the Board of Trustees.

Section 9. Treasurer. The Treasurer shall, subject to the direction of the Board of Trustees, have general custody of the collection and disbursement of funds of the company. He shall endorse on behalf of the company for collection checks, notes, and other obligations, and shall deposit the same to the credit of the company in such bank or banks or depositories as the Board of Trustees may designate. He may sign, with the President or such other persons as may be designated for that purpose by the Board of Trustees, all bills of exchange or promissory notes of the company. He shall enter or cause to be entered regularly in the books of the company full and accurate account of all monies received and paid by him on account of the company; shall at all reasonable times exhibit his books and accounts to any Trustee of the company upon application at the office of the company during business hours; and, whenever required by the Board of Trustees or the President, shall render a statement of his accounts. He shall perform such other duties as may be prescribed from time to time by the Board of Trustees or by the Bylaws.

Section 10. Other Officers. Other Officers shall perform such duties and have such powers as may be assigned to them by the Board of Trustees.

Section 11. Surety Bonds. In case the Board of Trustees shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sums and with such surety

or sureties as the Board of Trustees may direct, conditioned upon the faithful performances of his duties to the corporation, including responsibility for negligence and for the accounting for all property, monies or securities of the corporation which may come into his hands.

ARTICLE V

COMMITTEES

Section 1. Other Committees. The Board of Trustees may also appoint from among its own members such other committees as the Board of Trustees may determine, which shall in each case consist of at least one Trustee, and which shall have such powers and duties as shall from time to time be prescribed by the Board. The President shall be a member ex officio of each committee appointed by the Board of Trustees. A majority of the members of any committee may fix its rules of procedure.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loan or advances shall be contracted on behalf of the corporation, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the corporation shall be mortgaged, pledged, hypothecated or transferred as security for the payment of any loan, advance, indebtedness or liability of the corporation unless and except as authorized by the Board of Trustees. Any such authorization may be general or confined to specific instances.

Section 3. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select, or as may be selected by any officer or agent authorized to do so by the Board of Trustees.

Section 4. Checks and Drafts. All notes, drafts, acceptances, checks, endorsements and evidences of indebtedness of the corporation shall be signed by such officer or officers of the

corporation and in such manner as the Board of Trustees from time to time may determine.

Section 5. Bonds and Debentures. Every bond or debenture issued by the corporation shall be evidenced by an appropriate instrument which shall be signed by the President or Vice President and by the Treasurer or by the Secretary, and sealed with the seal of the corporation. The seal may be facsimiled, engraved or printed. Where such bond or debenture is authenticated with the manual signature of an authorized officer of the corporation or the trustee designated by the indenture of trust or other agreement under which such security is issued, the signature of any of the corporation's officers named thereon may be facsimile. In case any officer who signed, or whose facsimile signature has been used on any such bond or debenture, shall cease to be an officer of the corporation for any reason before the same has been delivered by the corporation, such bond or debenture may nevertheless be adopted by the corporation and issued and delivered as though the person who signed it or whose facsimile signature has been used thereon had not ceased to be such officer.

ARTICLE VII

INDEMNIFICATION

Section 1. Indemnification. No officer or Trustee shall be personally liable for any obligation of the corporation or for any duties or obligations arising out of any acts or conducts of said officer or Trustee performed for or on behalf of the corporation. The corporation shall and does hereby indemnify and hold harmless each person and his heirs and administrators who shall serve any time hereafter as a Trustee or officer of the corporation from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter been a Trustee or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been taken by him as such Trustee or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, as provided for under the provisions of the Utah Corporation Act under which this corporation was formed; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The corporation, its trustees, officer, employees and agents shall be

fully protected in taking any action or making any payment, or in refusing so to do in reliance upon the advice of counsel.

Section 2. Other Indemnification. The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members or disinterested trustees, or otherwise both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer or employee, and shall insure to the benefit of the heirs, executors and administrators of such person.

Section 3. Settlement by Corporation. The right of any person to be indemnified shall be subject always to the right of the corporation by its Board of Trustees, in lieu of such indemnity, to settle any such claim, action, suit or proceeding at the expense of the corporation by the payment of the amount of such settlement and the costs and expenses incurred in connection therewith.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Trustee of the corporation under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Utah Corporation Act under which this corporation was formed, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice of such meetings, except where attendance is for the express purpose of objecting to the legality of that meeting.

ARTICLE IX

AMENDMENTS

These Bylaws may be altered, amended, repealed, or new Bylaws adopted by a majority of the entire Board of Trustees at any regular or special meeting. Any Bylaw adopted by the Board may be repealed or changed by action of the Members.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall be fixed and may be varied by resolution of the Board of Trustees.

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ARTICLE XI

DIVIDENDS

The Board of Trustees may not declare dividends payable out of the surplus of the corporation.

ADOPTED this 25 day of Feb, 1996.

BOARD OF Trustees OF
GREEN HILL COUNTRY ESTATES
HOMEOWNERS ASSOCIATION

[Handwritten Signature]

President

[Handwritten Signature]

Vice President

Vice President

[Handwritten Signature]

Vice President

[Handwritten Signature]

Treasurer