

BY-LAWS
OF
SUNBROOK/EAGLE RIDGE OWNERS ASSOCIATION
A NON-PROFIT CORPORATION

ARTICLE I

OFFICE

The principal office of the Sunbrook/Eagle Ridge Owners Association (herein designated the "Association") shall be situated in Summit County, State of Utah.

ARTICLE II

MEETINGS OF MEMBERS

Section 2.1 – Annual Meeting. The annual meeting of the members shall be held at 7:00 pm on or about the month of March of each year at the principal office of this Association, or at such other place as shall be stated in the notice of meeting or in a duly executed waiver of notice; provided, however, that, whenever such date falls upon a legal holiday, the meeting shall be held on the next succeeding business day, and further provided that the Board of Trustees may by resolution fix the date of the annual meeting at such other date as the Board may deem appropriate. At such meeting the members shall elect trustees for one (1) year terms to serve until their successors shall be elected and shall qualify. Only members of the Association shall be elected trustees; provided however, that officers and /or duly authorized agents of corporate members or members which are condominium associations may also be elected trustees of the Association.

Section 2.2 – Special Meetings. Special meetings of the members may be called by the President, by a majority of the Board of Trustees or by any number of members whose holdings shall not be less than one-third (1/3) of the membership of the Association.

Section 2.3 – Notice of Meetings. Notice of all annual and special meetings of the members shall be given in accordance with the statutes of the State of Utah. Whenever all of the members shall meet in person or by proxy, such meetings shall be valid for all purposes without call or notice, or waiver of call and notice. No notice of any meeting of members shall be necessary if waiver of notice be signed by all of the members, whether before or after the time of the meeting.

Section 2.4 – Presiding Officer. The President, and in his/her absence a Vice President, shall preside at all such meetings.

Section 2.5 – Voting Requirements. When a quorum is present in person or represented by proxy at any meeting, the vote of a majority of the votes entitled to be cast shall decide any question

brought before such meeting, including the election of trustees, unless the question is one upon which, by express provision of the statutes of the State of Utah or of the Articles of Incorporation or of these By-Laws, a different vote is required, in which case such express provisions shall govern and control the decision of such question. All votes may be cast by the members either in person or by proxy. All proxies shall be in writing. If instructed, the Secretary shall enter a record of such proxies in the minutes of the meeting. All matters to be voted upon by the members shall be presented to and voted upon by the members holding membership. Each member shall be entitled to one (1) vote for each Lot owned by said member in the Pinebrook Subdivisions Nos. 11, 13, 14, & 15. In the event any Lot is owned by more than one individual or entity there shall be no more than one (1) vote for said Lot despite the plurality of ownership thereof.

Section 2.6 – Registered Members. At annual meetings of the members only such persons shall be entitled to vote in person or by proxy as appear as members upon the transfer books of the Association of the 30th day before such annual members meeting. The Board of Trustees may, by resolution, fix a date in advance of the date of special members meetings upon which a member must appear as a member of record on the Association's transfer books in order to be entitled to vote at such special members meetings; provided, however, that said date shall in no event be fixed at less than ten (10) nor more than thirty (30) days prior to the date set for such meeting.

Section 2.7 – Quorum. At any meeting of the members, the holders of a majority of the voting power of the Association present in person or by proxy shall constitute a quorum of the members for all purposes. In the absence of a quorum, a subsequent meeting may be called and holders of not less than 25% of the voting power of the Association shall constitute a quorum of the members for all purposes. No such subsequent meeting shall be held more than 30 days following the preceding meeting. At any such subsequent meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.8 – Waiver of Irregularities. All inaccuracies and /or irregularities in calls, notices of meeting, the manner of voting, form of proxies, credentials and method of ascertaining those present shall be deemed waived if no objection is made at the meeting.

ARTICLE III

BOARD OF TRUSTEES

Section 3.1 – Responsibilities. The business and property of the Association shall be managed by a Board of Trustees (herein designated and referred to as the “Board of Trustees”). The Board of Trustees may, however, enter into such management agreement or agreements with third persons as it may deem advisable.

Section 3.2 – Number, Tenure, Qualifications and Vacancies. The number of Trustees of the Association shall be, initially five (5), provided however, that the Association may elect as few as three (3). Each Trustee shall hold office until he next annual meeting of the members and until his/her successor shall have been elected and qualified. Trustees need not be residents of the State of Utah. In case of any vacancy in the Board of Trustees, the remaining members of the Board may elect a successor trustee or trustees to hold office until the next meeting of the members.

Section 3.3 – Regular Meetings. A regular annual meeting of the Trustees shall be held immediately after the adjournment of each annual members meeting at the place at which such members meeting was held. Regular meetings, other than the annual meeting, shall be held at regular intervals at such places and at such times as the Board of Trustees may from time to time by resolution provide.

Section 3.4 – Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by the President, the Vice President or by a majority of the Board. By unanimous consent of the trustees, special meetings of the Board may be held without call or notice at any time or place.

Section 3.5 – Quorum. A quorum for the transaction of business at any meeting of the trustees shall consist of a majority of the trustees then in office.

Section 3.6 – Committees. The Board of Trustees may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two (2) or more of the members of the Association, which to the extent provided in said resolution, shall have and may exercise the powers in said resolution set forth. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Trustees. Such committees shall keep regular minutes of their proceedings and report the same to the Board of Trustees when required. The President may appoint persons to fill vacancies on each of said committees occasioned by death, resignation, removal or inability to act for any extended period of time.

Section 3.7 – Compensation. Trustees shall not receive any stated salary for their service.

Section 3.8 – Additional Facilities. The Board of Trustees shall have the authority to provide such facilities, in addition to those for which provision has already been made, as it may deem to be in the interest of the members.

ARTICLE IV

OFFICERS

Section 4.1 – Selection of Officers. The Board of Trustees shall elect or appoint the officers of the Association. Such election or appointment shall regularly take place at the first meeting of the Trustees immediately following the annual meeting of the members; provided, however, that election of officers may be held at any other meeting of the Board of Trustees.

Section 4.2 – Additional Officers. The Board of Trustees may appoint such other officers, in addition to the officers herein below expressly named, as they shall deem necessary, who shall have such authority to perform such duties as may be prescribed from time to time by the Board of Trustees or by the President.

Section 4.3 – Removal. All officers and agents shall be subject to removal, with or without cause, at any time by the affirmative vote of the then members of the Board of Trustees.

Section 4.4 – President. The President shall be the chief executive officer of the Association and shall exercise general supervision over its property and affairs. He shall sign on behalf of the Association all conveyances, mortgages and contracts and shall do and perform all acts and things which the Board of Trustees may require of him. The President shall be invited to attend meetings of each committee.

Section 4.5 – Vice President. In the event of the President's absence or inability to act, the Vice President shall have the powers of the President. He shall perform such other duties as the Board of Trustees may impose upon him.

Section 4.6 – Secretary. The Secretary shall keep the minutes of the Association, its membership books and such books and records as these By-Laws or any resolution of the trustees may require him to keep. He shall perform such other services as the Board of Trustees may impose upon him. One or more Assistant Secretaries may be elected, who shall, in the event of the Secretary's absence or inability to act, perform the duties and functions of the Secretary.

Section 4.7 – Treasurer. The Treasurer shall have the custody and control of the funds of the Association, subject to the action of the Board of Trustees and shall, when requested by the President so to do, report the state of the finances of the Association at each annual meeting of the members and at any meeting of the trustees. He shall perform such other services as the Board of Trustees may require of him.

ARTICLE V

DIVIDENDS

There shall be no dividends paid or payable by the Association. It is hereby acknowledged that the Association is organized as a non-profit corporation under the Utah Non-Profit Corporation Cooperative Association Act solely and strictly as an association of Lot owners to act as an agent for said owners in the management of the Project. It is not intended that the Association realize any profit on any transaction.

ARTICLE VI

ANNUAL STATEMENT

The Board of Trustees shall present at each annual meeting, and when called for by a vote of the members at any special meeting of the members, a full and complete statement of the business condition of the Association.

ARTICLE VII

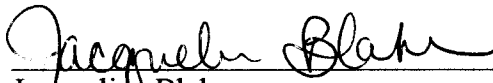
FISCAL YEAR

The fiscal year of the Association shall be the calendar year ending December 31.

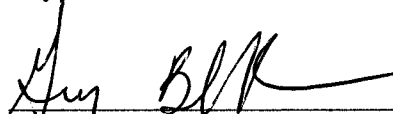
ARTICLE VIII

AMENDMENTS


These By-Laws may be altered or repealed by the affirmative vote of a majority of the members at any regular meeting of the members or at any special meeting of the members if notice of the proposed alteration or repeal be contained in the notice of such special meeting.



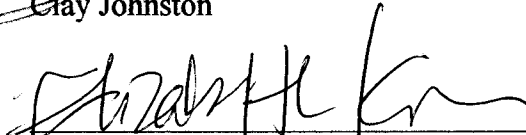
Jacqueline Blake



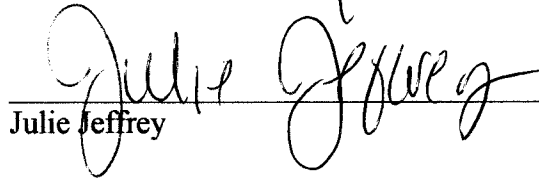
Gary Blake



Clay Johnston



Elizabeth Krug



Julie Jeffrey