

BY-LAWS

OF

FOOTHILL/SUNNYSIDE ASSOCIATION, INC.

ARTICLE I

OFFICES:

The principal office of the Corporation in the State of Utah shall be located in Salt Lake City, Utah. The Corporation may have such other offices, either within or without the State of Utah, as the Governing-Board may designate or as the business of the Corporation may from time to time require.

ARTICLE II

MEMBERS:

Section 1. Eligibility. Every person acquiring legal or equitable title to any lot in the area bounded on the north by Sunnyside Avenue (840 South), on the west by 1900 East, on the south by 1300 South, and on the east by 2100 East, according to the records in the office of the Salt Lake County Recorder, State of Utah, shall be eligible to become a Member of this Corporation without approval of the Governing Board. Membership in this Corporation shall be entirely voluntary on the part of each person acquiring legal or equitable title to a lot as set forth above.

Transfer of legal or equitable title to a lot in the area described in this Section 1 of this Article II shall terminate the membership of said lot owner in this Corporation as to the membership based upon the ownership of said lot.

Section 2. Annual Meeting. The Annual Meeting of the Members shall be held on the 1st Monday in June of each year beginning with the year following the filing of the Articles of Incorporation for the purpose of electing a Governing Board and for the transaction of such other business as may come before the meeting.

If for any reason, the Annual Meeting shall not be held on the day hereinbefore designated, such meeting may be called and held as a Special Meeting, and the same proceedings may be had thereat as at an Annual Meeting; provided, however, that the notice of such meeting, shall be the same as herein required for the Annual Meeting, namely, not less than ten (10) days notice.

Section 3. Special Meetings. Special Meetings of the Members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, by any three (3) or more Trustees of the Governing Board, or by Members having the right to cast one-third (1/3) of the votes entitled to be cast at such meeting.

Section 4. Place of Meeting. The Governing Board may 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 Governing Board. 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 holding such meeting. If no designation is made or if a Special Meeting is otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Utah.

Section 5. Notice of Meeting. Written or printed 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, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally, by mail, or by electronic mail by or at the direction of the President, Secretary or the officer or persons calling the meeting, to each Member 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 Member at his address as it appears on the records of the Corporation, with postage prepaid. Provided, however, a Waiver of Notice, in writing, signed by all of the Members, shall be the equivalent to the giving of such notice.

Section 6. Quorum. The Members present in person or by proxy shall constitute a quorum at any meeting of Members. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum was initially present shall be necessary for the adoption of any matter voted on by the Members.

Section 7. Proxies. At all meetings of Members, a Member may vote 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 (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting. Each Member entitled to vote shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of Members; provided, however, there shall not be more than one vote for each lot owned.

Section 9. Voting by Certain Members. Memberships standing in the name of another corporation may be voted by such officer, agent or proxy as the By-Laws of such corporation may prescribe, or in the absence of such provision, as the Board of Directors of such corporation may determine.

Memberships held by an administrator, executor, guardian or conservator may be voted by it, either in person or by proxy, without a transfer of such membership into its name. Memberships standing in the name of a trustee may be voted by it, either in person or by proxy.

Section 10. Informal Action by Members. Any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the 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 vote with respect to the subject matter thereof.

Section 11. Order of Business at Annual Meeting. The order of business at the annual meeting shall be as follows:

- (a) Roll call;
- (b) Reading notice and proof of mailing;
- (c) Reading of minutes of last preceding meeting;
- (d) Report of President;
- (e) Report of Secretary;
- (f) Report of Treasurer;
- (g) Election of Trustees;
- (h) Report of Committees;
- (i) Transaction of other business mentioned in the notice; and

(j) Adjournment;

provided, that in the absence of any objection, the presiding officer shall have the discretion to vary the order of business.

Section 12. Waiver of Notice. Notice of the time, place and purpose of any meeting of the Members may be waived by notice delivered personally, by mail, by electronic mail, or other writing, either before or after such meeting has been held.

ARTICLE III

GOVERNING BOARD:

Section 1. Number and Term of Trustees. The business, property and affairs of this Corporation shall be managed by a Governing Board composed of five (5) persons (hereinafter sometimes collectively referred to as "Trustees" and individually as a "Trustee"). Trustees must be Members of the Corporation. At the first Annual Meeting, one-third (1/3) of the Trustees shall be elected to serve for three (3) year terms, one-third (1/3) of the Trustees shall be elected to serve for two (2) year terms, and one-third (1/3) of the Trustees shall be elected to serve for one (1) year terms. Such elections shall be conducted and minutes prepared to show which specific Members shall be elected to serve for which specific periods. At each succeeding Annual Meeting of the Members, one-third (1/3) of the Trustees shall be elected to fill the vacancies occurring as a result of expirations of Trustees' terms of office for a term of three (3) years by a majority vote of the Members. Trustees shall continue to hold office until their successors are duly elected and qualified.

Section 2. Removal of Trustees. Any Trustee or Trustees of the Corporation may be removed from office with cause as decided upon by a majority of the Trustees at any meeting of the Trustees called for such purpose.

Section 3. Vacancies. Vacancies in the Governing Board shall be filled by election by a majority of the remaining Trustees. Each person so elected to fill a vacancy shall remain a Trustee until removed or his successor has been elected by the Members who may make such election at the next Annual Meeting or at any Special Meeting duly called for that purpose and held prior thereto.

Section 4. General Powers and Duties. This corporation is organized as a nonprofit corporation and shall be operated exclusively for the promotion of social welfare. Within the scope of the foregoing purpose, the specific pursuits and objects of this corporation shall be to exercise, promote and protect the privileges and interests of owners of the real property located in the area bounded on the north by Sunnyside Avenue (840 South), on the west by 1900 East, on the south by 1300 South and on the east by 2100 East, situated in Salt Lake County, State of Utah; to promote cooperation among the property owners; to provide recreational facilities for the property owners; and generally to promote the community welfare of said property owners. This corporation shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which the corporation is organized.

Section 5. Power to Elect Officers. The Governing Board shall select a President, a Vice-President, any additional Vice-Presidents deemed necessary or desirable, a Secretary and a Treasurer. All officers, with the exception of the Secretary and Treasurer, shall be Trustees and, at the option of the Board, the offices of Secretary and Treasurer may be held by one person. Assistants to officers may be appointed by the Trustees and such assistants need not be Trustees.

Section 6. Power to Appoint Other Officers and Agents. The Governing Board shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation.

Section 7. Delegation of Powers. For any reason deemed sufficient by the Governing Board, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Trustee, but no officer or Trustee shall execute, acknowledge or verify any instrument in more than one capacity.

Section 8. Annual Meeting of Governing Board. The Annual Meeting of the Governing Board shall be held each year immediately after, and at the same place as, the Annual Meeting of the Members.

Section 9. Place of Meeting. Any or all meetings of the Governing Board of this Corporation may be held within or outside of the State of Utah; provided, however, meetings shall be held at the principal office of the Corporation unless provided otherwise pursuant to a By-Law or resolution adopted by the Governing Board.

Section 10. Notice of Meeting. Written or printed 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, shall be delivered not less than five (5) days nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, Secretary, or the officer or persons calling the meeting, to each Trustee. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Trustee at his address as it appears on the records of the Corporation, with postage prepaid.

Section 11. Quorum of Trustees. A majority of the Trustees shall constitute a quorum for the transaction of business of the Corporation, but a lesser number may adjourn from time to time without notice other than an announcement at the meeting, until a quorum shall attend. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Governing Board.

Section 12. Informal Action by Trustees. Any action required to be taken at a meeting of the Trustees, or any other action which may be taken at a meeting of Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Trustees.

ARTICLE IV

OFFICERS:

Section 1. Number. The Officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Governing Board), a Secretary, and a Treasurer, each of whom shall be elected by the Governing Board. Such other Officers and Assistant Officers as may be deemed necessary may be elected or appointed by the Governing Board. Any two or more offices, other than the offices of President and Secretary, may be held by the same person.

Section 2. Election and Term of Office. The Officers of the Corporation to be elected by the Governing Board shall be elected annually by the Governing Board at the first Meeting of the Governing Board 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 conveniently may be. 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 hereinafter provided.

Section 3. Removal. Any Officer or agent elected or appointed by the Governing Board may be removed by the Governing Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Governing Board for the unexpired portion of the term.

Section 5. The President. The President shall be the principal executive officer of the Corporation, and, subject to the control of the Governing Board, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Members and of the Governing Board. If the President of the Board is not present, then the Vice-President shall preside. The President may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Governing Board, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Governing Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Governing Board or by these By-Laws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to his office and such other duties as may be prescribed by the Governing Board from time to time..

Section 6. The Vice-Presidents. In the absence of the President, or in the event of his death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election), shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. Any Vice-President may sign, with the Secretary or an Assistant Secretary, certificates for shares of the Corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Governing Board.

Section 7. The Secretary. The Secretary shall:

- (a) Keep the minutes of the Members' and of the Governing Boards meetings in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- (c) Be custodian of the corporate records;
- (d) Keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member;
- (f) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President, or by the Governing Board.

Section 8. The Treasurer. If required by the Governing Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Governing Board shall determine. He shall:

(a) Have charge and custody of, and be responsible for, all funds, if any, of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of ARTICLE V of these By-Laws; and

(b) In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Governing Board.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS:

Section 1. Contracts. The Governing Board 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. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be directed and determined by resolution of the Governing Board.

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 Governing Board may select.

ARTICLE VI

FISCAL YEAR:

The fiscal year shall be the year beginning on the 1st day of January, and ending on the last day of December of each year.

ARTICLE VII

WAIVER OF NOTICE:

Whenever any notice is required to be given to any Member or Trustee of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Utah Non-profit Corporation and Co-operative Association Act, 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.

ARTICLE VIII

AMENDMENT OF BY-LAWS:

Section 1. Amendment by Members. These By-Laws may be amended, altered, changed, added to or repealed by an affirmative vote of a majority of the Members at any regular or special meeting of the Members if notice of the proposed amendment, alteration, change or repeal be contained in the notice

of the meeting.

Section 2. Amendment by Governing Board. These By-Laws may also be amended, altered, changed, added to or repealed by an affirmative vote of a majority of the Governing Board at any regular or special meeting of the Governing Board if notice of the proposed amendment, alteration, change or repeal be contained in the notice of the meeting; Provided, however, By-Laws pertaining to the qualifications, voting rights and property rights of Members and the termination or forfeiture of memberships shall not be amended or repealed unless such change receives at least a majority of the votes which Members present at a duly called meeting of Members are entitled to cast.

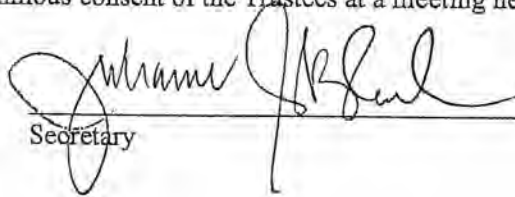
Section 3. Prohibitive Amendments. The Members or the Governing Board shall not be permitted to amend the By-Laws contrary to the provisions of the Articles of Incorporation.

ARTICLE IX

DISCRIMINATION AND REPRESENTATION

The Association prohibits on the basis of race, color, religion, sex, national origin, age or disability of any kind. All qualified members in the Association are encouraged to participate in the activities of the Association.

The foregoing By-Laws were adopted by unanimous consent of the Trustees at a meeting held on the 27th day of Feb 2005.


Secretary