

BY-LAWS OF
ASPEN MOUNTAIN PROPERTY OWNERS ASSOCIATION, INC.
(A Utah Non-Profit Corporation)

ARTICLE I
OFFICES – BOOKS AND RECORDS – SHAREHOLDERS

Section 1. 1 Utah Registered Office. The registered office and agent of the corporation in the State of Utah shall be:

CURTIS M. TORGERSEN
101 South 700 East
Bountiful, Utah 84010

Section 1. 2. Books and Records. The corporation shall keep at its Utah registered office the following books and records and any other books and records required by law, the Articles of Incorporation, these By-Laws or resolutions of the Board of Trustees to be kept at the office or registered office in the corporation, and any shareholder of record, upon written demand stating the purpose thereof, shall have the right to examine such books and records, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose and to make extracts from any of the following:

- (a) Its books and records of account.
- (b) Its minutes of meetings of Board of Trustees.
- (c) Its minutes of meeting of the shareholders.
- (d) Its record of shareholders, which shall give their names and addresses and the number and class of the shares held by each.
- (e) Copies of its Articles of Incorporation and By-Laws as originally executed and adopted, together with all subsequent amendments thereto.

Section 1. 3. Members and Shareholders. Every person acquiring legal or equitable title to any lot in the Aspen Mountain Subdivision shall become a member of the corporation and shall be entitled to one share of stock in said corporation for each lot for which legal or equitable title was acquired: provided, however, that after eighty per cent (80%) of the lots in the Subdivision have been sold by Seven Associates, Inc., each lot owner shall be entitled to an additional two shares of stock in the corporation upon the completion of a dwelling upon a lot in the Subdivision. In all of the business affairs of the corporation calling for the vote of the shareholder each share of stock shall be entitled to one vote. Transfer of title to a lot shall automatically transfer the shares of stock in the corporation pertaining to such lot to the transferee(s). Seven Associates, Inc. shall be regarded as the owner of all unsold lots in Aspen Mountain Subdivision and shall be entitled to shares of stock in the corporation based on such lots and shall have the full right to vote said shares.

Section 1. 4. Members Fees. The Board of Trustees shall in each year meet together prior to the annual shareholders' meeting and fix an annual membership fee to be paid by each member and shareholder of the corporation in order to retain his or her status as a member and shareholder.

During the year of organization, the membership fee for said year shall be fixed by the Board of Trustees and shall be paid within the period specified by the resolution of said Board. The annual membership fee to be determined by the Board of Trustees may be based upon either the number of lots owned by the member or the total number of square feet or acreage owned or being acquired by each member.

ARTICLE II

BY-LAWS

Section 2. 1. Amendments. These By-Laws may be altered, amended or repealed and new By-Laws adopted by a vote of three-fourths (3/4) of the members of the Board of Trustees. Any such action shall be subject to repeal or change by action of the shareholders. Unless and until such action by the shareholders, such action shall be valid and effective and no trustee, officer, shareholder, employee or agent of the corporation shall incur any liability by reason of any action taken or omitted in reliance on such By-Law (s).

Section 2. 2. By-Law Provisions Additional and Supplemental to Provisions of Law. All restriction, limitations, requirements and other provisions of these By-Laws shall be construed, insofar as possible, as supplemental and additional to all provisions of law applicable to the subject matter.

Section 2. 3. By-Law Provisions Contrary to or Inconsistent with Provisions of Law. Any portion of these By-Laws which, upon being construed in the manner provided in Section 2.2 hereof, shall be contrary to or inconsistent with any applicable provision of the law shall remain in effect, but such result shall not affect the validity or applicability of any other portions of these By-Laws, it being hereby declared that each portion of these By-Laws would have been adopted irrespective of the fact that any one or more other portions is or are unlawful.

ARTICLE III

MEETINGS OF SHAREHOLDERS

Section 3. 1. Place of Meetings. The Board of Trustees 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 Board of Trustees. If a special meeting is called, however, the place of meeting shall be at a place in the State of Utah designated in the notice of the meeting, and may only be held outside the state of Utah upon written agreement of all shareholders entitled to vote at such meeting.

Section 3. 2. Annual Meeting. An Annual meeting of the shareholders shall be held on the 2nd Wednesday of May of each year (unless that day is a legal holiday, and then on the next succeeding day, that is not a legal holiday) at _____, the local time of the place of the meeting in effect on the day of the meeting.

Section 3. 3 Special Meetings. Special meeting of the shareholders may be called by the chairman of the board, the president, the board of trustees or the holders of not less than one-tenth (1/10) of all the shares entitled to vote at the meeting.

Section 3. 4. Notice of Shareholders' Meetings. Written or printed notice stating the place, day and hour of the meeting and, in the 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 fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, the

secretary or the officer or persons calling the meeting, 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 State Mail addressed to the shareholder at his address as it appears on the stock transfer books of the corporation with postage prepaid.

Section 3. 5. Waiver of Notice. Any shareholder may waive notice of any meeting of shareholders (however called or noticed, whether or not called or noticed and whether before, during or after the meeting) by signing a written waiver of notice or consent to the holding of such meeting, or an approval of the minutes thereof. Attendance at a meeting, in person or by proxy, shall constitute waiver of all defects of call or notice regardless of whether waiver, consent or approval is signed or any objections are made. All such waivers, consents or approvals shall be made a part of the minutes of the meeting.

Section 3 .6. Fixing Record Date for Meetings. For the purposes of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or any adjournment thereof, or in order to make a determination of shareholders for any other proper purpose, the Board of Trustees of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, thirty (30) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of, or to vote at, a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Trustees may fix in advance a date as a record date for any such determination of shareholders. Such date in any case shall not be more that fifty (50) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this Section, such determination shall apply to any adjournment of the meeting.

Section 3. 7. Voting List. (a) The officer or agent having charge of the stock transfer books for shares of the corporation shall make a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder, for any purpose germane to the meeting during the whole time of the meeting. The original stock transfer books shall be a prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders. (b) Failure to comply with the requirements of this Section shall not affect the validity of any action taken at such meeting.

Section 3. 8. Quorum of Shareholders' Vote. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present: the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by Utah law or the Articles of Incorporation. Shares shall not be counted to make up a quorum for a meeting if voting of them at the meeting has been enjoined or for any reason they cannot be lawfully voted at the meeting. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of shareholders sufficient in number to cause less than a quorum to be constituted.

Section 3. 9. Voting of Shares. Each outstanding share shall be entitled to one vote on each matter submitted to vote at a meeting of shareholders.

Section 3. 10. Voting of Shares by Certain Holders. (a) Shares 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 Trustees of such corporation may determine.

(b) Shares held by an administrator, executor, guardian or conservator may be voted by such person either in person or by proxy, without a transfer of such shares into such person's name. Shares standing in the name of a trustee may be voted by the trustee, either in person or by proxy, but no trustee shall be entitled to vote shares held by the trustee without a transfer of such shares into the trustee's name.

(c) Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without transfer thereof into the receiver's name if authority so to do is contained in an appropriate order of the court by which such receiver was appointed.

Section 3. 11. Order of Business. The order of business at all meeting of the shareholders shall be, unless changed by majority vote at the meeting, as follows:

(a) Roll call.

(b) Proof of notice of meeting or waiver of notice.

(c) Reading of minutes of preceding meeting.

(d) Reports of officers.

(e) Reports of committees.

(f) Election of directors.

(g) Unfinished business.

(h) New Business.

Section 3. 12. Proxies. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy, specifically providing a longer length of time for which the proxy is to continue in force, which in no case shall exceed seven years from the date of execution. Any shareholder giving a written consent, or his proxy, or his transferee or personal representative, or their respective proxies, may revoke the same prior to the time that the vote of, or written consents of, the number of shares required to authorize the proposed action have been cast or have been filed with the Secretary of the corporation, as the case requires, but may not do so thereafter.

Section 3. 13. Elections of Trustees. At each election of Trustees, cumulative voting shall not be allowed.

Section 3. 14. Adjournments. Any shareholders; meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of majority of the shares, the holders of which are either present in person or represented by proxy thereat, but, except as provided in Section 3.8 hereof, in the absence of a quorum no other business may be transacted at such meeting. When a meeting

is adjourned for thirty- (30) days or more, notice of the adjourned meeting shall be given as in the case of an original special meeting. Save as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken.

Section 3. 15. Informal Action by Shareholders. Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE IV

BOARD OF TRUSTEES

Section 4. 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Trustees who shall have all powers as granted them by the Articles of Incorporation of this corporation, the laws of the State of Utah and these By-Laws and shall have such general power necessary and/or implied for the efficient operation of this corporation.

Section 4. 2. Number, Tenure and Qualifications. The number of trustees of the corporation shall be not less than three and as many additional trustees as the Board of Trustees may, from time to time, determine are necessary for the operation of the corporation not, however, to exceed none in number. The initial number of trustees shall be four. Each trustee shall hold office until the next annual meeting of shareholders following his election or appointment and until his successor shall have been elected or appointed and qualified.

Section 4. 3. Regular Meetings. A regular meeting of the Board of Trustees shall be held without notice other than this By-Law immediately after, and at the same place as, the annual meeting of shareholders. The Board of Trustees may provide, by resolution, the time and place, either within or without the State of Utah, for the holding of additional regular meetings without other notice than such resolution.

Section 4. 4. Special Meetings. Special meeting of the Board of Trustees may be called by or at the request of the chairman of the Board, the President or any two trustees. The trustees may fix any place, either within or without the State of Utah, as the place for holding any special meeting of the Board of Trustees called by them.

Section 4. 5. Notice. Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed to each trustee at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice were given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any trustee may waive notice of any meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted, and the purpose of the special meeting of the Board of Trustees shall be specified in the notice or waiver of notice of such meeting.

Section 4. 6. Quorum. A majority of the number of trustees fixed by the Board of Trustees pursuant to Section 4.2 of this Article IV shall constitute a quorum for the transaction of business at any

meeting of the Board of Trustees, but if less than such majority is present at a meeting, the trustee(s) present may adjourn the meeting from time to time without further notice.

Section 4. 7. Manner of Acting. The acts of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 4. 8. Vacancies. Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining trustees though less than a quorum of the Board of Trustees, or by a sole remaining trustee. A trustee appointed to fill a vacancy shall be appointed for the un-expired term of his predecessor in office. Any trusteeship to be filled by reason of an increase in the number of trustees shall be filled by the Board of Trustees, such appointment to be until the next annual meeting or a special meeting of stockholders called for that purpose.

Section 4.9. Compensation. Trustees, as such shall not receive any stated salary for their services, but by resolution of the Board of Trustees may be reimbursed for out-of-pocket expenses incurred in the performance of corporation business and for special services rendered.

Section 4. 10. Presumption of Assent. A Trustee 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 into 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 within two days after the adjournment of the meeting. Such rights to dissent shall not apply to a trustee who voted in favor of such action.

Section 4. 11. Acting Without a Meeting. Any action required, or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board of Trustees shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees. Members of the Board of Trustees, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 4. 12. Removal. At a shareholders' meeting expressly called for that purpose one or more trustees may be removed by a vote of a majority of the shares entitled to vote at an election of trustees.

Section 4. 13. Committees. The Board of Trustees by resolution adopted by the majority of the number of trustees fixed by the By-Laws may designate a committee or committees, including an executive committee, consisting of not less than two trustees which committee or committees, to the extent provided in such resolution, shall have and may exercise all the authority therein provided; but the designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed upon it or him by law.

ARTICLE V

OFFICERS

Section 5. 1. Number. The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Trustees), a Secretary and a

Treasurer, each of whom shall be elected by 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. Any two or more offices may be held by the same person, but the same person shall not hold the offices of President and Secretary.

Section 5. 2. Appointment and Term of Office. The officers of the corporation shall be appointed by the Board of Trustees following the annual meeting of the shareholders. If the appointment of officers shall not occur at such meeting, such appointment shall be made as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly appointed and shall have qualified or until his death or until he shall resign or shall be removed in the manner hereinafter provided.

Section 5. 3. Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees, with or without cause, whenever in its judgment 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. The election or appointment of an officer or agent shall not of itself create any particular term or office or rate of compensation or contract rights.

Section 5. 4. Resignation. Any officer may resign, which resignation shall take effect upon tender thereof.

Section 5. 5. Vacancies. A vacancy in any office of the time of the payment of such salaries shall be fixed and determined by the Board of Trustees and may be altered by said Board from time to time at its pleasure consistent with any employment contracts in existence.

Section 5. 6. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Trustees, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a trustee of the corporation.

Section 5. 7. Term of Office and Compensation. The term of office and salary of each of said officers and the manner and time of the payment of such salaries shall be fixed and determined by the Board of Trustees and may be altered by said Board from time to time at its pleasure consistent with any employment contracts in existence.

ARTICLE VI

PRESIDENT

Section 6. 1. Powers and Duties. The powers and duties of the President are:

(a) To act as the chief executive officer of the corporation and, subject to the control of the Board of Trustees, to have general supervision, direction and control of the business and affairs of the corporation.

(b) To preside at all meetings of the shareholders and at all meetings of the Board of Trustees.

(c) To call meetings of the shareholders and also of the Board of Trustees to held at such times and, subject to the limitations prescribed by law or by these By-Lays, at such places, as he shall deem proper.

(d) To affix the signature of the corporation to all deeds, conveyances, mortgages, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Board of Trustees or which, in the judgment of the President, should be executed on behalf of the corporation (unless authorization is required), and to sign certificates for shares of stock of the corporation and, subject to the direction of the Board of Trustees, to have general charge of the property of the corporation and to supervise and control all officers, agents and employees of the corporation.

Section 6. 2. President Pro Tem. If the President, or the Vice President is not present at any meeting of the Board of Trustees, a President Pro Tem may be chosen to preside and act at such meeting.

ARTICLE VII

VICE-PRESIDENT

Section 7. 1. Powers and Duties. In case of the absence, disability or death of the President, the Vice-President, or one of the Vice-Presidents, shall exercise all his powers and perform all duties of the President. If there is more than one Vice-President, the order in which the Vice-Presidents shall succeed to the powers and duties of the President shall be as fixed by the Board of Trustees. The Vice-President or Vice-Presidents shall have such other powers and perform such other duties as may be granted or prescribed by the Board of Trustees.

ARTICLE VIII

SECRETARY

Section 8. 1. Powers and Duties. The powers and duties of the Secretary are:

(a) To keep a book of minutes at the principal office of the corporation, or such other place as the Board of Trustees may order, of all meeting of its trustees and shareholders with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at trustees' meetings, the number of shares present or represented at shareholders' meetings and the proceedings thereof.

(b) To keep the seal of the corporation and to affix the same to all instruments which may require it.

(c) To keep or cause to be kept at the principal office of the corporation, or at the office of the transfer agent or agents, a share register, or duplicate share registers, showing the names of the shareholders and their addresses, the number of shares held by each, the number and date of certificates issued for shares, and the number and date of cancellation of every certificate surrendered for cancellation.

(d) To keep or cause to be kept at the registered office of the corporation the books and records required to be kept at such office including those required by Section "1. 3" "(b)", "(d)" and "(e)" above.

(e) To keep a supply of certificates for shares of the corporation, to fill in all certificates issued, and to make a proper record of each such issuance; provided, that so long as the corporation shall have one or more duly appointed and acting transfer agents of the shares, or any class or series of shares, of the corporation, such duties with respect to such shares shall be performed by such transfer agent or transfer agents.

(f) To transfer upon the share books of the corporation any and all shares of the corporation; provided that no certificate for shares of stock shall be issued or delivered or, if issued or delivered, shall have any validity whatsoever until and unless it has been signed or authenticated in the manner provided in Article XI hereof.

(g) To make service and publication of all notices that may be necessary or proper, and without command or direction from anyone. In case of the absence, disability, refusal or neglect of the Secretary to make service or publication of any notices, then such notices may be served and/or published by the President or a Vice-President, or by any person thereunto authorized by either of them or by the Board of Trustees or by the holders of a majority of the outstanding shares of the corporation.

(h) To prepare the voting lists required by Section "3.7" above.

(i) Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Trustees.

ARTICLE IX

TREASURER

Section 9. 1. Powers and Duties. The powers and duties of the Treasurer are:

(a) To supervise and control the keeping and maintaining of adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares.

The books of account shall at all reasonable times be open to inspection by any trustee and by any shareholder as provided in Section '1. 3" above.

(b) To keep or cause to be kept at the registered office of the corporation the books and records required by Section '1. 3 (a)" above.

(c) To have the custody of all funds, securities, evidences of indebtedness and other valuable documents of the corporation and, at his discretion, to cause any or all thereof to be deposited for the account of the corporation with such depository as may be designated from time to time by the Board of Trustees.

(d) To receive or cause to be received, and to give or cause to be given, receipts and acquittances for moneys paid in for the account of the corporation.

(e) To disburse, or cause to be disbursed, all funds of the corporation, as may be directed by the Board of Trustees, taking proper vouchers for such disbursements.

(f) To render to the President and to the Board of Trustees, whenever they may require, accounts of all transactions as Treasurer and of the financial condition of the corporation.

(g) Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Trustees.

ARTICLE X

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 10. 1. Contracts and Other instruments. Except as in these By-Laws, otherwise provided, the Board of Trustees may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation to any contract or engagement or to pledge its assets or credit or to subject it to any liability for any purpose or in any amount.

Section 10. 2. Checks, Drafts, Etc. The Board of Trustees may by resolution authorize from time to time such person or persons as it may designate to sign and/or to countersign checks or drafts drawn on the funds of the corporation, and may also by resolution authorize any officer of the corporation to make such designation.

Section 10. 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.

Section 10. 4. Corporate Records. The corporation shall keep books of record of its proceedings and business as is required by law and good business practice, including but not limited to a "stock transfer book". The stock transfer book shall record all stockholders of the corporation, the number of shares held by each, how such shares were acquired, and a complete record of all stock transfers, including the dates thereof.

ARTICLE XI

CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 11. 1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Trustees. Such certificates shall be signed by the President or Vice-President and by the Secretary or Assistant Secretary. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefore upon such terms and indemnity to the corporation as the Board of Trustees may prescribe.

Section 11. 2. Transfer of Shares. Subject to the transfer restrictions set forth in the Articles of Incorporation, transfer of share of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.