

EXHIBIT "C"

AMENDED AND RESTATED BYLAWS
OF
Utah Mini Ranches Homeowners
Association, Inc.

ARTICLE I

GENERAL PROVISIONS

1.1 Name and Location.

The name of the association is Utah Mini Ranches Homeowners Association, Inc., hereinafter referred to as "the Association." The principal office of the Association shall be located at the address registered with the State of Utah, Department of Commerce, Division of Corporations & Commercial Code, but meetings of Members and the Board of Directors may be held within the state of Utah as may be designated by the Board of Directors. The mailing address of the Association shall be PO Box 1142, Duchesne, UT 84021-1142.

1.2 Definitions.

Terms that are capitalized or used in these Bylaws shall have the meanings set forth in the Association's Declaration of Covenants, Conditions, and Restrictions (CC&R).

1.3 Fiscal Year.

The fiscal year of the Association begins on the date of incorporation, and each subsequent year shall begin on the first day of January and end on the last day of December.

1.4 Interpretation.

In the case of any conflict or disagreement, the provisions of the Utah Community Association Act, these Bylaws, the Association's Declaration, and Articles of Incorporation, shall prevail in that order. Utah state laws pertaining to Homeowners Associations overrule bylaws.

1.5 Incorporation.

The Association shall be registered and maintained in active status as a Utah Non-Profit Corporation with the State of Utah, Department of Commerce, Division of Corporations & Commercial Code. Entity Number is 4906570-0140.

1.6 Purpose.

The Association shall be operated exclusively for the purpose of maintaining, operating and governing the Parcels within those certain tracts of real property in Duchesne County, State of Utah, commonly referred to as the Utah Mini Ranches.

ARTICLE II

OFFICERS AND THEIR RESPONSIBILITIES/DUTIES

2.1 Officers.

The officers of the Association shall consist of a president, a vice-president, a secretary, a treasurer and such other officers as may from time to time be appointed by the Board of Directors. Any one person may hold two or more such offices, except that the president may not be also the secretary. The president and vice president shall be and remain Members of the Association during their entire terms of office. No other officer needs to be a Member.

2.2 Term of Office.

Officers shall serve for a term consistent with the Association's fiscal year, until their successors are chosen by the Board of Directors, or until their death, or until their resignation, disqualification or removal in the manner provided in these Bylaws, whichever occurs first.

2.3 Election.

The officers shall be chosen by the Board of Directors annually at the regular meeting of the Board of Directors which follows the beginning of the Association's fiscal year. In the event of failure to choose officers at such meeting of the Board of Directors, officers may be chosen at any other regular or special meeting of the Board of Directors.

2.4 Vacancy in Office.

A vacancy in any office, or if a new office shall be created, such vacancies or newly created offices may be filled by the Board of Directors.

2.5 Removal of Officer.

Any officer elected or appointed by the board may be removed by the board with or without cause. Any officer may resign at any time by delivering a written resignation to any other Director. In any event of the death, resignation, or removal of an officer, the board may elect or appoint a successor to fill the vacancy until the vacated term of office expires.

2.6 Responsibilities/Duties.

Officers shall perform the duties specified in this section of the Bylaws in addition to other duties that may be assigned.

- a. President. The president shall be the Chief Executive Officer of the Association and shall exercise general supervision over its property and affairs. They shall sign on behalf of the Association all membership certificates, conveyances, mortgages and contracts and shall do and perform all acts and things which the Board of Directors may require of them.
- b. Vice-President. The vice-president shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge any such duties as may be required of them by the Board of Directors.
- c. Secretary. The secretary shall keep the minutes of the Association and shall maintain such books and records as these Bylaws, the Declaration or any resolution the Board of Directors may require them to keep, and shall exercise and discharge any such duties as may be required of them by the Board of Directors.
- d. Treasurer. The treasurer shall have the custody and control of the funds of the Association subject to the action of the Board of Directors and shall, when requested by the board to do so, report the state of the finances of the Association at any meeting of the Members and at any meeting of the Board of Directors. They shall exercise and discharge any such duties as may be required of them by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

3.1 Composition.

The number of directors of the Association shall be five (5). The directors shall have two-year terms which begin on the first day of February and end on the last day of January. Two director terms expire in even-numbered years and the other three director terms expire in odd-numbered years.

3.2 Election.

All seats on the Board of Directors shall be filled by the vote of the Members of the Association as provided herein. Members shall be entitled to one vote per Parcel owned for each director to be elected. Each Member may cumulate their votes and cast all of their votes for one candidate or distribute such votes on the same principle to any number of such candidates. Members whose Association membership rights have been suspended as provided in the Declaration are ineligible to vote for directors. Voting shall be by written or electronic secret ballot. All directors must be Members of the Association.

3.3 Powers.

The Board of Directors shall have all the powers and rights necessary to administer the Association's affairs and perform the Association's responsibilities and exercise its rights as set forth in these Bylaws, the Declaration, and the Articles provided that such rights and powers are not inconsistent with the provisions of state laws, and limited by the provisions of the Association's Declaration. In particular, but not limited to, the Board of Directors has the power to:

- a. manage, control, and restrict the use of the shared spaces within the community and the conduct of the Association members and their guests by adopting and publishing rules and regulations, and enforcing fines to dissuade any lack of compliance;
- b. enforce applicable provisions of the Declaration, these Bylaws, and any other instrument of ownership, management and control of the subdivision;

- c. contract for goods and/or services for the Association subject to the limitations set forth herein;
- d. delegate its powers to committees, officers, contractors or employees of the Association as expressly authorized herein;
- e. prepare budgets and financial statements for the Association as prescribed herein or in the Declaration;
- f. initiate and execute the proceedings against Members to enforce the provisions of the Declaration in accordance with procedures set forth therein;
- g. pay taxes and assessments which are or could become a lien on any common area hereinafter acquired;
- h. contract for casualty, liability or other insurance on behalf of the Association if such insurance is deemed necessary by the Board of Directors;
- i. enter upon any Parcel as necessary in connection with any construction, maintenance or emergency repair made for the common benefit of the Members of the Association;
- j. suspend a Member's voting rights and the right to use shared spaces if a Member is in default of any assessment payment due and owing to the Association, or for lack of compliance with the Association's published rules and regulations;
- k. delegate, in whole or in part, by written contract, to a professional management organization or person such of its duties, responsibilities, functions or other powers as are properly delegable.

3.4 Duties.

It shall be the Board of Directors' responsibility to:

- a. maintain a complete and detailed record of all the Association's transactions and acts and make records available to Members when they are requested, in form and format as determined by the Board of Directors, including but not limited to electronic forms such as computer drive or cloud storage and web site publication;
- b. regularly prepare and make available to all Members, budgets and financial statements of the Association as follows:
 - i. a budget for each fiscal year shall be published not more than sixty (60) days after the beginning of the fiscal year;
 - ii. an annual report consisting of a balance sheet as of the end of the fiscal year, an income statement for the fiscal year, and a list of expenses by vendor name paid during the fiscal year shall be published no more than ninety (90) days after the close of the fiscal year;
 - iii. any other disclosures required by applicable state law or deemed beneficial by the Board of Directors;
- c. supervise the Association's officers, employees, contractors and volunteers to ensure the proper and ethical performance of the assigned duties.

3.5 Compensation.

No director or officer shall receive compensation for their services. However, they may be reimbursed for actual expenses incurred in the performance of their duties. No dividend shall be paid and no part of the net income of the Association, if any, shall be distributed to the Members, directors or officers except as otherwise provided under state law.

3.6 Resignation and Removal.

A director may resign at any time by delivering a written resignation to any other director. The resignation shall take effect upon receipt of said notice unless stated otherwise. In any event of the death, resignation, or removal of director, the board may elect or appoint a successor to fill the vacancy until the vacated term of office expires.

ARTICLE IV

MEETING OF BOARD OF DIRECTORS

4.1 Regular Meeting.

A regular meeting of the board shall be held not less often than semiannually. The Board of Directors may from time to time, by resolution, change the dates and times for the regular meeting of the board. Notice of the time and place of each meeting of the Board of Directors may be posted on the Association's web site. Regular meetings shall be open to all Members of the Association; provided, however, that Members who are not on the board may not participate in any deliberation or discussion unless expressly so authorized by an act of the board. The board may act to adjourn a regular meeting and reconvene in executive session. The nature of any and all business to be considered in executive session shall first be announced in open session.

4.2 Special Meetings.

Special meetings may be called by the president and shall be called upon the written request of any two members of the Board of Directors. The purpose of the meeting shall be stated in the request, and at least three days written or electronic notice shall be given. Notice of the time and place of the meeting shall be posted in a manner prescribed for notice of regular meetings of the Board of Directors not less than 72 hours prior to the scheduled time of the meeting.

4.3 Quorum of Directors.

A majority of the then number of directors shall constitute a quorum. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

4.4 Action of the Board.

The act of the Board of Directors shall be valid if the required quorum is present at the time of a vote, unless there is an exception stated in law. Each director has one vote, regardless of the number of units or properties they own.

4.5 Notice of Meetings.

Regular meetings of the board may be held without notice.

4.6 Action Without a Meeting.

An action that is required or permitted to be taken by the Board of Directors under these Bylaws, the Articles, or the Declaration, may be taken without a meeting, only if the action is approved in writing and a resolution is adopted authorizing the action. The written consent and resolution shall be filed with the minutes of the proceedings and the Association's records.

ARTICLE V

ASSOCIATION MEMBERSHIP

5.1 Record Ownership.

Record owner shall be defined as those in the records of the Office of the County Recorder, County of Duchesne, State of Utah. Every person or entity who is a record owner of an interest in any Parcel which is subject to covenants under the Declaration shall be a Member of the Association. Membership in the Association shall be mandatory and not optional and shall be appurtenant to and may not be separated from ownership of any Parcel. No person or entity other than a record owner may be a Member of the Association.

5.2 Joint Membership.

There shall be one and only one Membership in the Association appurtenant to each Parcel. If record ownership of a Parcel is jointly held, the Membership appertaining to such Parcel shall also be so jointly held.

5.3 Term of Membership.

Membership in the Association shall begin immediately and automatically upon becoming a record owner of the Parcel to which such Membership appertains and shall cease immediately and automatically upon ceasing to be a record owner of such Parcel.

ARTICLE VI

MEETING OF MEMBERS

6.1 Annual Meetings.

The Association's Annual Meeting of the Members shall be held each year at such place and time as the Board of Directors may designate. The purpose of the annual meeting shall be for the opportunity to bring the community together, updating the members on previous and future plans regarding the community, and addressing other issues or concerns. Notices of annual meetings shall be published on the Association's web site at least 30 days before the meeting takes place.

6.2 Regular Meetings.

Regular meetings of the Association Members shall be held not less often than semiannually. Regular meetings may take place in person or on video conferences to accommodate non-resident Members, as determined from time to time by the Board of Directors. Notice of the time and place of each meeting of the Association Members shall be posted on the Association's web site. Regular meetings shall be open to all Members of the Association

6.3 Special Meetings.

Special meetings may be called by the president, and shall be called upon the written request of any two members of the Board of Directors or upon the written request of Members holding not less than 33% of the total votes of the Association. The purpose of the meeting shall be stated in the request. Special meetings may take place in person or on video conferences to accommodate non-resident Members, as determined by the Board of Directors. At least thirty (30) days written or electronic notice shall be given to Members, and the purpose, time and place of the meeting shall be published on the Association's web site at least thirty (30) days prior to the scheduled date of the meeting.

6.4 Eligibility to Vote.

All members in good standing with the Association, as determined by covenant in the Declaration, may cast their vote(s) at the time of any ballot, and casting an eligible vote deems the Member an active participant. Members may also declare themselves, to any member of the board at least ten (10) days prior to the scheduled date of the meeting, as

active participants and their intention to cast their vote(s) as they see fit at the time of any ballot; or may declare themselves inactive and have their vote(s) cast by proxy by the majority of the then number of directors. Members who have not declared themselves as active participants and Members who are not in good standing with the Association shall be deemed inactive. A record of each Member's declaration or lack thereof shall be maintained by the board, and shall be applied to all subsequent ballots unless and until a Member notifies any member of the board of a change in their declaration. Members who are not in good standing with the Association may not declare themselves as active participants until a return to good standing is maintained for a minimum of ninety (90) days.

6.5 Quorum.

At any meeting of the Members, the presence of a majority of the then number of directors and Members holding, or holders of proxies, entitled to cast at least 25% of the total votes of the Association shall constitute a quorum for the transaction of any business. In the absence of a quorum at a Members' meeting, the meeting shall be adjourned but those present in person or by proxy may not transact any other business.

6.6 Proxies.

Members may vote in person or by proxy in all meetings of the Members, except board elections. Every personal representative proxy shall be in writing, signed by the Member, and filed with the Association's secretary before the scheduled meeting. Board represented proxy votes shall be determined as prescribed hereinabove and shall be cast as if the Member filed a personal representative proxy with the secretary, in proportion to the affirmative and negative votes actually cast in person or by personal proxy and properly counted for any matter. Proxies shall be valid unless and until revoked by the Member, except as otherwise provided by law.

6.7 Votes.

The Association shall have one class of voting Membership. All record owners shall be entitled to one vote for each Parcel owned by them. If record ownership of a Parcel is jointly held, the vote for such Parcel shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Parcel. The affirmative vote of 60% of votes entitled to be cast by the Members present or represented by proxy at a meeting shall be necessary for the adoption of any matter, unless a greater proportion is required by state law.

6.8 Waiver of Irregularities.

All inaccuracies and irregularities in calls or notices of meetings and in the manner of voting, form of proxies and methods of ascertaining Members present shall be deemed waived if no objection thereto is made in the meeting prior to the vote being taken.

ARTICLE VII

INDEMNIFICATION

7.1 Claims and Liabilities.

Each director and officer of the corporation now and hereafter serving as such shall be indemnified by the Association against any and all claims and liabilities to which each such person has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted or neglected by such person as such director or officer, and the Association shall reimburse each such person for all legal expenses reasonably incurred by such person in connection with any such claim or liability; 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 such person's willful misconduct or gross negligence.

7.2 Vote of Committee.

The amount paid to any director or officer by way of indemnification shall not exceed such person's actual, reasonable necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by a committee of not less than three nor more than five persons selected by the Board of Directors who shall be Members of the Association, but not directors or officers or related to directors or officers, and any determination so made shall be binding on the indemnified director or officer.

7.3 State Law.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Association may otherwise be entitled by law.

ARTICLE VIII

BOOKS, RECORDS AND COMMUNICATIONS

8.1 Recordkeeping.

The Association shall keep correct and complete records of financial transactions and accounts, and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Association may be inspected by or provided to any Member, for any reasonable purpose at any reasonable time, in form and format as determined by the Board of Directors.

8.2 Rules for Inspection and Provision.

The Board of Directors shall have reasonable rules with respect to requirements for requesting inspection or the provision of copies of Association documents, the form and format of providing or publishing such requested documents, and payment of the cost of reproducing and providing such requested documents, if any.

8.3 Directors' Access.

Every director shall have the absolute right at any reasonable time to inspect and make copies of all books and records and documents of the Association and to inspect any physical properties owned or controlled by the Association.

8.4 Form and Format.

All books, records and documents of the Association, and communications, notices, invoices or publications of the Association or by any director, the Board of Directors, or their delegates or contractors shall be in a form and format determined by the Board of Directors, including but not limited to various electronic formats such as email, computer drive or cloud storage, and web site publication, unless otherwise required by state law. All notices and other communications of or by the Association shall be deemed to be delivered when deposited in the United States mail with required postage thereon prepaid, or when sent to an email address or email addresses of record with the Association, or when first posted to the Association's web site, as determined by the form and format of such communication or notice. Proof of receipt by the intended recipient is not required to uphold the enforcement or validity of any Association communication or notice or any contents thereof, unless otherwise required by state law.

ARTICLE IX
AMENDMENTS

9.1 Amendments.

These Bylaws and the Declaration of Covenants, Conditions and Restrictions may be amended at a regular or Special Meeting of the Members. The affirmative vote of 60% of votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any amendments, unless a greater proportion is required by state law.

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ARTICLE X**ADOPTION OF BYLAWS**

This is to certify that the above Bylaws were adopted with immediate effect to amend and replace the original Bylaws of the Association dated July 23, 2001, by an affirmative vote of more than two-thirds of the votes of Members present at a Special Meeting held for such purpose at 7:15 PM Mountain Standard Time on November 21, 2024.

Jason Binder, President

Name and Position of Board Member #1


Signature of Board Member #1

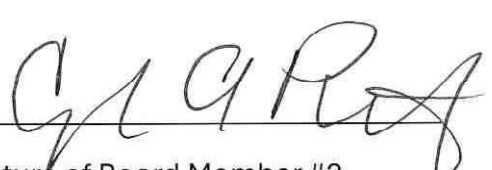
John Stockinger, Vice-President

Name and Position of Board Member #2


Signature of Board Member #2

Cheryl Pietz, Secretary

Name and Position of Board Member #3


Signature of Board Member #3

Marci Crowther, Director

Name and Position of Board Member #4


Signature of Board Member #4

Tom Callahan, Director

Name and Position of Board Member #5


Signature of Board Member #5