

BYLAWS OF
GARDEN HOMES AT TETON PINES OWNERS ASSOCIATION
A WYOMING NONPROFIT CORPORATION

ARTICLE I

NAME AND LOCATION

The name of the Corporation is Garden Homes At Teton Pines Owners Association, hereinafter referred to as the "Association". The principal office of the Corporation shall be located at 3450 North Clubhouse Drive, Jackson, Wyoming 83001, Teton County, Wyoming, but meetings of Members and directors may be held at such places within the State of Wyoming, County of Teton, as may be designated by the Board of Directors.

The Association may have such other offices, either within or without the State of Wyoming, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Garden Homes At Teton Pines Owners Association, a Wyoming Nonprofit Corporation, its successors and assigns.

Section 2. "Property" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property dedicated to the use of the Owners and/or owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Duplex Unit" or "Units" shall mean and refer to each of the twelve (12) units created by the subdivision of the Property in accordance with that certain Plat No. _____ filed in the Office of the Teton County Clerk on the _____ day of _____, 1995.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Duplex Unit which is a part of the Property, including contract buyers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Property recorded in the Office of the County Clerk, Teton County, Wyoming.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided herein and in the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held following consummation of sales escrows of at least a majority of the Duplex Units, and in no event later than six (6) months after the close of the first sales escrow of a Duplex Unit. The time and place of each regular annual meeting of Members shall be determined by vote of the Members at the first annual meeting of the Members.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the Chairman of the Board of Directors, and must be called upon written request of a majority of the Members.

Section 3. Place of Meeting. If no designation of place is made for a regular or special meeting, the place of meeting shall be the registered office of the Corporation in the State of Wyoming.

Section 4. Notice of Meetings. Not less than seven (7) days' written notice of each meeting of the Members shall be given personally or by telegraphing or mailing a copy of such notice, postage prepaid, to each Member, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, a majority of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting to a time not less than three (3) days nor more than thirty (30) days later. Written notice of such adjournment and the date and place of the continued meeting shall be given to each Member no later than twenty-four (24) hours following the date of adjournment. At any such continued meeting, Members representing at least twenty-five percent (25%) of the total votes shall constitute a quorum. If a quorum is present, an affirmative vote by a majority of votes entitled to be cast is an act of the Members.

Section 6. Membership Voting. The Association shall have one class of voting membership and every record Owner of a Duplex Unit shall be a Member with each Duplex Unit being entitled to one (1) vote, regardless of whether or not ownership may be divided. The vote for each Duplex Unit

shall be exercised as the Owners may among themselves determine but no fractional votes shall be allowed or counted for or against any proposition to be voted upon.

Section 7. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. The maximum proxy appointment is for one (1) year. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Duplex Unit.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be Members of the Association.

Section 2. Term of Office. At the first annual meeting the Members shall elect three directors for terms of one, two and three years each, and at each annual meeting thereafter the Members shall elect one director for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of all the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at

a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors may be made either by a Nominating Committee or nominations may be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held as determined by the Board, at such place and hour as may be fixed

from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. Notice of regular meetings shall be given to each director, personally or by mail, telephone or telegraph at least seven (7) days prior to the day named for such meeting unless such notice is waived. All meetings of the Board shall be open to the Members.

Section 2. Special Meetings. Special Meetings of the Board of Directors may be called by the Chairman of the Board and must be called at the written request of a majority of the Members, after not less than seven (7) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the right to use of the Common Area of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor, or such other employee as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each Duplex Unit at least forty-five (45) days in advance of each annual assessment period;

(2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after a copy of the notice of assessment is mailed to the Owner of such Duplex Unit

or to bring an action at law against the Owner personally obligated to pay the same.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge, not to exceed Fifty Dollars (\$50.00), may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate hazard insurance coverage for each and all of the Owners and their interests in and to the Duplex Units and other improvements;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) Cause the Common Area to be maintained.

(h) Procure a policy or policies insuring the Directors and each and all of the Owners against any liability to the public or to the Owners or any other person resulting from or incident to the ownership, management and use of the Common Area by the Board, Owners, their invitees and tenants, and members of the public.

Section 3. Chairman. A Chairman of the Board shall be elected at the first regular meeting of the Board in every calendar year. The Chairman shall preside at all meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board. If there shall occur during any calendar year a vacancy in the office of Chairman because of death, resignation, removal, disqualification or other cause, a new Chairman shall be appointed by the other Board members to fill the vacancy so

created, to serve in such capacity until the first regular meeting of the Board in the following calendar year.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) Vice-President. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; service notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be pre-

sented to the membership at its regular meeting, and deliver a copy of each to the Members.

ARTICLE IX COMMITTEES

The Board of Directors may appoint committees as deemed appropriate in carrying out its purpose. The Board may appoint themselves to serve on any committee.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation, the Bylaws of the Association, an alphabetical list of Members entitled to notice, accounting records and meeting minutes shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI ASSESSMENTS

Section 1. Purpose of Assessments. The assessments levied by the Association shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the residents in the area and in particular for the improvement and maintenance of properties, services, utilities, roads, easements and facilities devoted to this purpose and related to the use and enjoyment of the common area and of the homes situated within the area, including, but not limited to, the payment of taxes and insurance thereon and repair,

replacement and additions thereto, and for the cost of labor, equipment, materials, management and supervision thereof.

Section 2. Annual Assessments. No later than forty-five (45) days prior to the beginning of each calendar year, the Board shall estimate the net charges required to be paid by the Board in performing its function during such calendar year (including a reasonable provision for contingencies and less any surplus from the prior year's fund). Said "estimated cash requirement" shall be assessed to the Owners equally, no later than December 1st of each year for the following year. If said estimated sum proves inadequate for any reason, including non-payment of any Owner's assessment, the Board may at any time levy a further assessment, which shall be assessed to the Owners in the same manner. The Board may authorize capital additions to the Common Area, which shall be paid for out of the annual assessments, except that no such capital addition in excess of _____ Dollars (\$_____) shall be authorized in any one (1) year without the vote or written consent of at least a majority of the Members. Each Owner shall be obligated to pay assessments levied against them to the Board in equal monthly installments commencing on the first day of January in the calendar year following the assessment, provided, however, that any further assessment shall be paid at such times as may be designated by the Board.

Section 3. Special Assessments for Capital Improvements. In addition to the annual assessments authorized by Section 2 of this Article, the Board may levy in any assessment year a special assessment, applicable to that year only, for the purpose of defraying, in whole or in part, the cost of reconstruction, unexpected repair or replacement of a capital improvement upon the Common Area, including the necessary fixtures and personal property related thereto, upon the Members, at any duly called regular or special meeting of the Board,

adopting a proposal regarding such assessment, which proposal may be subject to review upon petition to the Board signed by the a majority of the Owners and delivered to the Board within thirty (30) days from the date of notice regarding such assessment. Upon receipt of such petition, the Board shall call a meeting of the Members as promptly as practicable, and in the event that at least a majority of the Members of the Association present at such meeting vote to nullify the special assessment, such vote shall be binding upon the Board.

Section 4. Commencement of Annual Assessments. The annual assessments provided for herein shall commence on the ____ day of _____, 1995. The first annual assessment shall be made for the balance of the calendar year, prorated according to the number of months therein remaining, and shall become due and payable in monthly installments beginning on the day fixed for commencement.

Section 5. Duties of the Board of Directors. The Board of Directors of the Association shall prepare a roster of the Duplex Units and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Owner. Written notice of the assessment shall thereupon be sent to every Owner subject thereto. The Association shall upon demand at any time furnish to any Owner liable for said assessment a certificate in writing signed by an officer of the Association, setting forth whether said assessment has been paid. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

Section 6. Effect of Nonpayment of Assessment; The Personal Obligation of the Owner; the Lien; Remedies of the Association. If the assessments are not paid on the date when due, then such assessment shall become delinquent and shall, together with such interest thereon and cost of collection thereof as hereinafter provided, thereupon become a continuing lien on the

property which shall bind such property in the hands of the then Owner, his heirs, devisees, personal representatives and assigns, and shall be the personal obligation of the then Owner.

If the assessment is not paid within thirty (30) days after the delinquency date, the assessment shall bear interest from the date of delinquency at the rate of _____ percent (___%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or to foreclose the lien against the property, and there shall be added to the amount of such assessment the costs of preparing and filing the complaint in such action, and in the event a judgment is obtained, such judgment shall include interest on the assessment as above provided and a reasonable attorney fee to be fixed by the court together with the costs of the action.

Section 8. Exempt Property. The following property subject to these bylaws shall be exempted from the assessments, charge and lien created herein: (a) all properties to the extent of any easement or other interest therein dedicated and accepted by the local public authority and devoted to public use; and (b) all Common Area properties.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Garden Homes at Teton Pines Owners Association, a Wyoming Nonprofit Corporation.

ARTICLE XIII
AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of the lesser of (1) a majority of the voting power, or (2) two thirds (2/3) of the votes cast where a quorum is present. These Articles may not be amended in a manner which would make them inconsistent with the Declaration unless and until the Declaration has been amended.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV
CERTIFICATE OF MEMBERSHIP

The Corporation shall not issue certificates of membership.

ARTICLE XV
INDEMNIFICATION

The Association shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Association, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

ARTICLE XVI
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation. In the event of any inconsistency in the provisions of these Bylaws and the Declaration, the terms of the Declaration shall prevail.

IN WITNESS WHEREOF, we, being all of the directors of the Garden Homes at Teton Pines Owners Association, have hereunto set our hands this ____ day of _____, 1995.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary for the Garden Homes at Teton Pines Owners Association, a Wyoming Nonprofit Corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the ____ day of _____, 1995.

IN WITNESS WHEREOF, I have hereunto subscribed my name and
affixed the seal of said Association this ____ day of _____, 1995.
