

BYLAWS
OF
SAGE HEN CONDOMINIUMS
HOMEOWNER'S ASSOCIATION, INCORPORATED

ARTICLE I
Declaration of Covenants

The Declaration of Restrictive Covenants and Conditions for SAGE HEN CONDOMINIUMS, Teton County, Idaho, (hereinafter referred to as the "Declaration") are hereby incorporated and made a part of these Bylaws by reference. This corporation, known as Association, Incorporated, is the association referred to in Article V of the Declaration.

ARTICLE II
Membership and Voting

Section 1: Each owner of a unit in SAGE HEN CONDOMINIUMS, Teton County, Idaho, by virtue of being such an owner and for so long as he/she is such an owner, shall be deemed a member of this Association. Association membership of each owner shall be appurtenant to said unit and shall not be transferred, pledged or alienated in any way except upon the transfer of title to said unit. Any attempt to make a transfer of title shall be void. Any transfer of title to said unit shall operate automatically to transfer said membership to the new owner thereof.

In the event of dispute as to membership, the membership shall be determined based on the ownership of such unit as shown in the public records of the County of Teton, State of Idaho.

The name, names or entity under which membership appears on the books and records of the corporation shall be maintained until such time as satisfactory evidence of a change in membership is presented to the Secretary.

Section 2: (a) Each member shall be entitled to one (1) vote for each unit owned.

(b) The vote for each such unit shall, if at all, be cast as a unit, and fractional votes shall not be allowed. In the event that joint owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner casts a vote representing a certain unit, it will thereafter be conclusively presumed for all purposes that he or they were acting with the authority and consent of all other owners of the same unit.

(c) The right to vote may not be severed or separated from the

ownership of the unit to which it is appurtenant, except that any owner may give a revocable proxy, or may assign his/her right to vote for the term of a lease or deed of trust, and any sale, transfer or conveyance of such unit to a new owner or owners shall operate automatically to transfer the appurtenant vote to the new owner, subject to any assignment of the right to vote to a lessee or beneficiary as provided herein.

ARTICLE III **Offices**

Section 1: The principal office of the corporation shall be P.O. Box 970, in the City of Victor, State of Idaho, and such office shall be the registered office of the corporation within the State.

Section 2: The corporation may also have offices at such other places within or without the State of Idaho as the Board of Directors from time to time may appoint, or the business of the corporation may require.

ARTICLE IV **Meeting of Members**

Section 1: All meetings of the members shall be held in Teton County, Idaho, or they may be held at such other place as shall be determined from time to time by the Board of Directors, and the place at which such meeting shall be held shall be stated in the notice and call of the meeting. Meetings may be held by telephonic conference at the discretion of a majority of the Board of Directors, to assist member attendance.

Section 2: The annual meeting of the members shall be held at 7:00 o'clock p.m., on the first Saturday of January of each year, if not a legal holiday, but if a legal holiday, then on the next succeeding business day. At this meeting, the Directors for the ensuing year shall be elected, the officers of the corporation shall present their annual reports and such other business may be transacted as may come before the meeting. If the annual meeting of the members be not held as herein provided, then election of Directors may be held at any meeting thereafter called pursuant to these Bylaws.

All elections for Directors shall be by ballot and the candidate, to the number to be elected, receiving the highest number of votes, shall be declared elected.

Section 3: Each member entitled to vote may be represented at any regular meeting or special meeting of members by a duly executed proxy which shall be in writing and properly signed, but shall require no other attestation. No proxy shall be recognized unless executed within eleven (11) months of the date of the meeting at which it is presented.

Section 4: In voting for the election of Directors, each member shall have the right to vote, in person or by proxy, one vote for each member being elected. There will be no cumulative voting.

Section 5: Special meeting of the members may be held whenever called by the Board of Directors, or by a majority of the members thereof, or by the President, and shall be called by the President or Vice President upon the request in writing of members owning forty percent (40%) of the outstanding membership of the corporation entitled to vote at such meeting. Calls for special meetings shall state the time, place and object or objects thereof, and no business other than that specified in the call shall be considered at such meeting.

Section 6: A written or printed notice of every regular or special meeting of members stating the time and place, and in case of special meetings, the objects thereof, shall be prepared and mailed by the Secretary, postage prepaid, to the last known past office address of each member at least fifteen (15) days before the date of any such meeting.

Notice of the time, place and purpose of any meeting of the members shall not be required to be given to any member who shall attend such meeting, in person or by proxy; and if any member, in writing or by telegraphic wire, filed with the records of the meeting, either before or after the holding thereof, shall waive notice of any members' meeting, notice thereof need not be given to him/her. No notice of an adjourned meeting of the members need be given.

Section 7: Except as may otherwise be provided by law, or in the Articles of Incorporation, a quorum at any annual or special meeting of members shall consist of members holding thirty percent (30%) of the membership outstanding and entitled to vote thereat, represented either in person or by proxy. When a quorum is present at any meeting, a majority of the membership represented thereat shall decide any question brought before such meeting, unless otherwise expressly provided by law. In the absence of a quorum those present may adjourn the meeting to another day, but until a quorum is secured no business may be transacted; provided, however, that in case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, although less than a quorum, shall, nevertheless, constitute a quorum for the purpose of electing Directors. At any adjourned meeting when a quorum is present any business may be transacted which would have been proper at the original meeting.

Section 8: The President, or in his/her absence, the Vice President, shall preside at all meetings of the members. In the absence of both the President and Vice President, those present an entitled to vote at the meeting shall elect a presiding officer.

Section 9: Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter thereof, in accordance with the applicable provisions of Idaho Code.

ARTICLE V

Board of Directors

Section 1: The management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors, consisting of four (4) members. Directors need not be

members.

In addition to the powers and authorities by the Bylaws and the Articles of Incorporation expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members.

Section 2: The number of Directors may at any time be increased or decreased by the members at any regular or special meeting, (provided that there shall always be at least three (3) Directors, or by the Directors at any regular or special meeting if notice of such meeting contains a statement of the proposed increase or decrease; and, in case of any such increase, the members or Directors at any regular or special meeting shall have power to elect any additional Directors to hold office until the next annual meeting of the members and until their successors are elected and qualified.

Section 3: All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the majority vote of the remaining Director or Directors, even though less than a quorum, at any regular or special meeting. A Director thus elected to fill any vacancy shall hold office for the unexpired term of his/her predecessor and until his/her successor is elected and qualified. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by an election at an annual meeting or at a special meeting of the members called for that purpose.

Section 4: The Board of Directors shall hold its meetings in Teton County, Idaho, or such meetings may be held in such other place or places, within or without the State of Idaho, as the Board from time to time by resolution may determine. Meetings of Directors may be held at any time or place upon written or telegraphic consent or waiver of notice from all Directors. Meetings may be held by telephonic conference at the discretion of a majority of the Board of Directors, to assist board member attendance.

Section 5: Special meetings of the Board of Directors may be called at any time by the President, or in his/her absence or disability by the Vice President, or by any two Directors, such call stating the time and place of such meeting, and the purposes for which it is to be held.

Section 6: The Secretary shall notify each member of the Board of all special meetings by mailing to each member's last known post office address, postage prepaid, at least fifteen (15) days before any such meeting, a written or printed notice thereof, giving the time, place and object or objects thereof, or by telegraphing such notice not less than ten (10) days before the day of such meeting, and no business shall be transacted at such special meeting except such as shall be indicated in the notice thereof; provided, however, that the notice for special meetings of Directors, called by two of the Directors, as provided in Section 5 of this Article, may be issued by such Directors.

Notice of any meeting of the Board of Directors need not be given to any Director if he shall attend such meeting or shall waive such notice in writing, filed with the records of the meeting either before or after the holding thereof; and any meeting of the Board of Directors

shall be a legal meeting without any notice thereof having been given if all the Directors shall be present thereat. Any business may be transacted at any meeting at which every Director may be present, though without any notice.

Section 7: A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of business, and a majority of the members in attendance at any Board meeting shall, in the presence of a quorum, decide its action, except as otherwise provided in these Bylaws or in the Articles of Incorporation, or as required by law; provided, however, that after resignation of more than a majority of the Directors, the remaining Directors, although less than a quorum, may meet and fill vacancies as hereinabove provided.

Section 8: No stated salary shall be paid Directors, as such, for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board of Directors; provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE VI

Officers

Section 1: The officers of the corporation shall be a President, one or more Vice Presidents, (the number to be determined by the Board of Directors) a Secretary and a Treasurer, who shall be elected for a term of one year by the Directors at their first meeting after each annual meeting of the members. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The President and Vice President shall be elected from among the Directors. At the discretion of the Board, any two or more offices may be held by the same person, except the offices of President and Secretary. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he shall resign or shall have been removed in the manner hereinafter provided.

The Board of Directors may elect such other officers and appoint such agents as it may deem necessary or expedient, to hold office during its pleasure and to have such authority and perform such duties as shall be prescribed from time to time by the Board.

Section 2: President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for membership of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of

President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3: Vice President. In the absence of the President or in the event of his/her 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 restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 4: Secretary. The Secretary shall: (a) keep the minutes of the members' and of the Board of Directors' 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 Bylaws or as required by law; (c) be custodian of the corporation records; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such members; (e) sign with the President, or a Vice President, membership certificates of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (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/her by the President or by the Board of Directors.

Section 5: Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities 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 these Bylaws; 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/her by the President or by the Board of Directors.

Section 6: Assistant Secretaries/Assistant Treasurers. The Assistant Secretaries, when authorized by the Board of Directors, may sign with the President or a Vice President certificates for membership of the corporation the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 7: Salaries. The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the corporation.

Section 8: Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the whole Board of Directors, with or

without cause, 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 9: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 10: In case of the absence or inability to act of any officer of the corporation and of any person herein authorized to act in his/her place, the Board of Directors from time to time may delegate the powers and duties of such office to any other officer, or to any Director or to any other person whom they may select.

ARTICLE VII

Finance

The money of the corporation shall be deposited in the name of the corporation in such depository or depositories as may be designated by the Board of Directors, and shall be withdrawn therefrom only by checks signed by the officer or officers designated by resolution of the Board of Directors.

ARTICLE VIII

Books and Records

The books, accounts and records of the corporation, except as may be otherwise required by the laws of the State of Idaho, may be kept at such place or places as the Board of Directors from time to time may designate. The Board of Directors shall determine whether and to what extent the accounts, books and records of the corporation, or any of them, shall be open to the inspection of the members.

The Secretary of the Corporation will provide an annual accounting showing Association income and expenses. The accounting required will only be such as will reasonably, in the discretion of the Directors, inform the shareholders of Association income and expenses. This accounting will be provided to any shareholder requesting the same, and only for the previous year.

ARTICLE IX

Funds and Assessments

Section 1: The Board of Directors is authorized to levy assessments against the members for the purpose of collecting funds to support the operations of the corporation. The Board of Directors is authorized to fix the amount of such assessments from time to time, and make the assessments payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe. The funds acquired by the corporation through assessments levied against the members may be used to promote the health, safety and welfare of all persons, firms and corporations owning property in SAGE HEN CONDOMINIUMS, such purposes to

include, but are not limited to, the improvement and maintenance of any common areas, the upkeep and maintenance of subdivision roads, construction and maintenance of fences along the exterior boundaries of subdivision property, snow plowing, the upkeep of all vacant and unimproved units, enforcement of conditions, covenants and restrictions on and appurtenant to subdivision property, to acquire, own or lease such real and personal property as may be necessary or convenient for the transaction of the corporation's business and to do any and all things necessary to promote the general welfare of the residents and owners of any portion of SAGE HEN CONDOMINIUMS.

Section 2: All assessments shall be due and payable to the corporation by the assessed members at such times and places and in such manner as the Board of Directors may designate in its sole and absolute discretion.

Section 3: If any assessment, whether regular or special, assessed to any member is not paid within thirty (30) days after it is due, the member may be required by the Board of Directors to pay a late charge of eighteen percent (18%) of the amount of the assessment or such other amount as the Board of Directors may designate from time to time.

Section 4: Any member who has not paid his/her assessment within thirty (30) days after the same became due shall not be entitled to exercise voting rights in the corporation as long as such assessments are delinquent and such owner may be deprived of the benefits of the corporation as long as such assessments are delinquent. The amount of any assessment, whether regular or special, assessed to any member and any late payment charge attributable thereto, plus interest on such assessment and charge at a rate of eighteen percent (18%) per annum simple interest (or such other rate as the Board of Directors may designate from time to time), and costs, including reasonable attorney fees, shall become a lien upon a member's unit upon recordation of a notice of assessment stating the amount of the claim of delinquency, the interest and costs which have accrued thereon, the legal description of the unit against which it has been assessed and the name of the record owner thereof. Such notice shall be signed and acknowledged by an officer of the corporation. Upon recordation it shall create a lien upon the unit described in the amount set forth. Such assessment lien shall continue until fully paid or otherwise satisfied. When the lien has been fully paid or satisfied, a further notice releasing the lien shall be recorded. Such lien may be foreclosed in the same manner as is provided in the laws of the State of Idaho for the foreclosure of liens on real property. A certificate executed and acknowledged by any two (2) members of the Board of Directors stating the indebtedness secured by the liens upon any unit shall be conclusive upon the corporation and the members as to the amount of such indebtedness as of the date of the certificate, in favor of all persons who rely thereon in good faith, and such certificate shall be furnished to any member upon request upon payment of a reasonable fee.

ARTICLE X

Design Committee and Architectural Control

The Board of Directors shall appoint the members of the design committee which shall exercise architectural control over the SAGE HEN CONDOMINIUMS' property as specified in Article VIII of the recorded Covenants of SAGE HEN CONDOMINIUMS. The Board of

Directors shall have the right from time to time to appoint and remove all members of such design committee. The design committee shall exercise the architectural control for SAGE HEN CONDOMINIUMS set forth in Article 7.5 of the recorded Covenants for SAGE HEN CONDOMINIUMS.

ARTICLE XI
Notices

Section 1: Whenever the provisions of the statutes, or the Bylaws, require notice be given to a Director, officer or member, they shall not be construed to mean personal notice; such notice may be given in writing by depositing the same in a post office or letter box in a postpaid, sealed wrapper, addressed to such Director, officer or member, at his/her address as the same appears on the books of the corporation; and the time when the same shall be mailed or the time the telegram is sent shall be deemed to be the time of the giving of such notice.

Section 2: A waiver of any notice in writing signed by a member, Director or officer, or by a telegraphic message, whether before or after the time stated in said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to any Director, officer or member.

ARTICLE XII
Amendment

Any and all provisions of the Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, at any annual members' meeting, or at any special meeting of the members called for that purpose, by a majority vote at any such meeting where a quorum is present, or by the written consent of a majority of the voting rights of the corporation, which written consent may be in one or more instruments. Any and all provisions of the Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the Board of Directors by majority vote.

ARTICLE XIII
Indemnification

Each Director and officer of the Corporation now or hereafter serving as such, shall be indemnified and held harmless by the Corporation against any and all claims and liabilities to which he/she has or shall be subject by reason of serving or having served as a Director or officer of the Corporation, except for claims and liabilities arising out of said Director's purposeful misconduct or gross negligence.

CERTIFICATION

We, the undersigned, being a majority of the Directors in the office of SAGE HEN CONDOMINIUMS' Association, Incorporated and the Secretary of said corporation, do hereby certify that the above and foregoing Bylaws were duly and regularly adopted as the Code of Bylaws of said corporation held on this 29th day of March, 2007, and that said Bylaws

PROXY FOR ANNUAL MEETING OF SHAREHOLDERS

of

KNOW ALL MEN BY THESE PRESENTS, that I am the owner of

and I hereby appoint and constitute

my true and lawful attorney and proxy with full power of substitution and revocation, to attend and represent me at the annual meeting of shareholders of the corporation to be held on _____ and for and on my behalf to vote on any question, proposition or resolution, or any other matter which may come before the meeting or any adjournment thereof upon which I would be entitled to vote if personally present.

This proxy shall be void if I personally attend the said meeting.

IN WITNESS WHEREOF, I have executed this proxy on the
day of _____
