

AMENDED AND RESTATED
BYLAWS
OF
DIXIE SPRINGS ARCHITECTURAL CONTROL COMMITTEE, INC.

Article 1
Definitions

Section 1.01 Name. The “Corporation” shall mean the Dixie Springs Architectural Control Committee, Inc., a Utah nonprofit corporation, its successors and assigns.

Section 1.02 Board. The “Board” shall mean the Board of Directors of the Corporation.

Article 2
Purposes, Objectives and Governing Instruments

Section 2.01 Purposes. These Bylaws are adopted by the Board. The function of the ACC is defined in the Covenants Conditions and Restrictions of Dixie Springs recorded in the Office of the Washington County Recorder and as amended (“CC&Rs”). Any inconsistency between these Bylaws and the CC&Rs shall be resolved in favor of the CC&Rs.

Section 2.02 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation, its Bylaws and the Utah Revised Nonprofit Corporation Act (Utah Code 16-6a-101, et seq.) (“Act”), as any of the foregoing may be amended from time to time. If the Bylaws differ from the Act, the Bylaws control unless the provisions of the Act are mandatory and not default provisions.

Section 2.03 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.04 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit.

Section 2.05 Principal Office. The principal office of the Corporation is at the address identified in the Corporation’s latest annual report filed with the Division of Corporations and Commercial Code of the Utah Department of Commerce. The Board in its discretion may change at any time the location of the principal office.

Section 2.06 Registered Office and Agent. The registered office and the registered agent are specified in the latest statement filed by the Corporation with the Division of Corporations and Commercial Code of the Utah Department of Commerce.

Article 3
Membership

Pursuant to Subsection 16-6a-603(2) of the Act, the Corporation shall have no members.

Article 4
Directors

Section 4.01 Annual Meeting. A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 4.02 Number. The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3) but no more than seven (7).

Section 4.03 Election and Term of Office. A Director shall be a natural person 18 years of age or older. The term of office for each Director is a minimum of three years. Less than half of the Directors positions are voted on at each election. Each Director shall hold office until the Director's successor has been elected and qualified, or until his or her death, resignation or removal. Election of Directors shall take place in accordance with Article 5.

Section 4.04 Powers and Duties. Subject to the Act, the Articles of Incorporation and of these Bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 4.05 Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

Section 4.06 Notice of Meetings. No notice need be given of any regular meeting of the Board. Notice of the annual meeting of the Board or a special meeting of the Board shall be given each Director by mail, fax, electronic means, telephone or personally, by or at the direction of the persons calling the meeting, to each member of the Board at least two (2) days but not more than thirty (30) days before the date of the meeting (plus any time added to effectuate delivery under Article 12, Section 12.01). Any acts or proceedings taken at a Directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors' meeting duly held as provided in these Bylaws, any business within the legal province and authority of the Board may be transacted.

Section 4.07 Waiver of Notice. A waiver of notice of any meeting of the Board, signed by a Director, whether before or after the meeting, and delivered to the Corporation shall be equivalent to the giving of notice of the meeting to the Director. Attendance of a Director at a meeting in person constitutes waiver of notice of that meeting unless at the beginning of the meeting or promptly upon the Director's later arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice, and after objecting, the Director does not vote for or assent to action taken at the meeting.

Section 4.08 Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 4.09 Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 4.10 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.11 Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 4.12 Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.13 Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 4.14 Committee. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Section 4.15 Participation by Telephone or Web-based Communications. Any one or more members of the Board or any committee thereof may participate in or conduct a meeting of the Board or such committee by means of a conference telephone or web-based video conferencing allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article 5
Election of Directors

Section 5.01 Election Schedule. Elections will be held every three years for no more than half of the Directors. Lot owners in the Dixie Springs subdivision will be notified of the election. Lot owners will be provided information about how to declare candidacy, how to provide candidate information, and the voting process and dates. The information can be provided through mail or electronically on the organizational web site.

Section 5.02 Voting Rights. While lot owners in the Dixie Springs subdivision are not members of the Corporation, each Dixie Springs lot owner shall be entitled to one vote per lot owned. If more than one person or entity owns a lot, the owners shall only be entitled to one vote total, based on the unanimous approval of all the owners of the lot.

Section 5.03 Voting. The candidate with the highest number of votes will be elected for each open Board seat. Cumulative shall not be permitted.

Article 6
Officers

Section 6.01 Offices. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and a Vice-President. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 6.08 and 6.09 of this Article 6. The same person may hold more than one office, except that the same person may not be both President and Secretary. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

Section 6.02 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 6.03 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 6.04 Powers and Duties of the Vice-President. Each of the Vice-Presidents, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the Board.

Section 6.05 Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the

Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 6.06 Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation to the Board, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 6.07 Absence of Officer. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time-to-time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 6.08 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 6.09 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Article 7

Bank Accounts, Checks, Contracts and Investments

Section 7.01 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 7.02 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 7.03 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Article 8
Indemnification

Section 8.01 Indemnity Under Law. Sections 16-6a-901 through -910 of the Act shall govern the Corporation's indemnification of its Directors, Officers, employees, fiduciaries, and agents.

Section 8.02 Insurance. The Corporation may purchase and maintain liability insurance in accordance with Section 16-6a-908 of the Act.

Article 9
Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Articles of Incorporation of the Corporation and the Act.

Article 10
Amendments

These Bylaws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

Article 11
Construction

In the case of any conflict between the Articles of Incorporation of the Corporation and these Bylaws, the Articles of Incorporation of the Corporation shall control.

Article 12
Miscellaneous

Section 12.01. Notice Deemed Effective. Any notice required to be given in the Articles of Incorporation of the Corporation, these Bylaws or under the Act is effective at the earliest of the following:

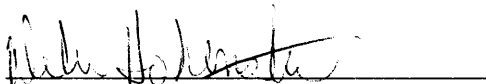
- (a) Mail. When placed into the care and custody of the United States Postal Service, first-class mail, and addressed to the most recent address of the recipient according to the records of the Corporation, the notice is deemed effective at the earliest of the following:
 - (i) when received, (ii) five days after it is mailed, or (ii) on the date shown on the return receipt if sent by registered or certified mail, sent return receipt requested, and the receipt is signed by or on behalf of the addressee.
- (b) Fax. When sent by fax, the notice shall be when the sender receives a fax acknowledgment confirming delivery of the fax.

- (c) Electronic Means. When sent via electronic means such as an e-mail, text message or similar electronic communication, the notice is deemed effective within twenty-four (24) hours of being sent and a rejection or undeliverable notice is not received by the sender;
- (d) Telephone. When by telephone, the notice shall be deemed effective when given by telephone to the Director.
- (e) Personally. When hand delivered, the notice shall be deemed effective on delivery of a copy of a written notice to, or upon verbally advising, the Director, or at the Director's home, some person who appears competent and mature.
- (f) Website. When posted on the Corporation's website, the notice shall be deemed effective seventy-two (72) hours after it was posted;
- (g) Other Means. When delivered by other means, the notice shall be effective upon such circumstances and conditions as are reasonably calculated to give notice.

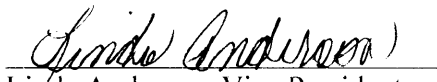
Section 12.02. Severability. Invalidation of any provision of these Bylaws by judgment or court order shall in no way affect any other provisions, which shall remain in full force and effect.

Section 12.03. Headings. The headings in these Bylaws are for reference only and shall not affect the interpretation of the Bylaws.


These Bylaws were unanimously adopted at a meeting of the Board of Directors of Dixie Springs Architectural Control Committee, Inc., on 15 Jan 2021.



Debbie Hohenstein, President and Treasurer



Linda Anderson, Vice President



Karla Greenwood, Secretary