

BY-LAWS OF
WINTERWOOD VILLAGE UNIT NO. 1
HOMEOWNERS' ASSOCIATION

ARTICLE I
MEMBERS

Section 1. MEMBERSHIP.

The membership of the corporation shall consist of all lot owners in Winterwood Village Unit No. 1, as defined in those covenants, conditions and restrictions recorded February 16, 1972, as Instrument No. 167263 in Book 208, Official Records, in the Office of the County Recorder, Clark County, Nevada (hereinafter the covenants, conditions and restrictions).

Section 2. PLACE OF HOLDING ANNUAL MEETINGS.

Annual meetings of the membership shall be held at the Community Building of Winterwood Village Unit No. 1, Everglade Street, Las Vegas, Nevada.

Section 3. TIME OF ANNUAL MEETING.

The annual meeting of the members for the election of directors and the transaction of other business shall be held on the second Tuesday of March at 6:00 o'clock, p.m.

At such annual meeting, the members entitled to vote shall, by plurality of votes cast, by ballot, elect a Board of Directors and they may transact such other corporation business as shall be stated in the notice of the meeting.

No change of the time or place of a meeting for the election of directors, as fixed by the by-laws, shall be made within ten (10) days next before the day on which such election is to be held. In case of any change in such time or place of such election of directors, notice thereof shall be given to each member entitled to vote, in person, or by letter mailed to his last known post office address before said ten (10) day period.

Section 4. VOTING.

The corporation shall have two classes of voting membership:

- (a) Class A members shall be all owners with the exception of the Declarant (as the terms "owner" and "Declarant" are defined in the covenants, conditions and restrictions), and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot.
- (b) The Class B member(s) shall be the Declarant and shall be entitled to eighteen (18) votes

for each lot owned. At any time, at the sole discretion of Declarant, Class B membership, for one or any number of lots, may be converted to Class A membership, by sending the Board of Directors of the corporation notice thereof.

The vote for directors, and upon the demand of any member, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by plurality vote except as otherwise provided by the covenants, conditions and restrictions and all amendments thereto, by the Articles of Incorporation or by the laws of the State of Nevada.

Section 5. QUORUM.

Except as provided in the next section hereof, any number of members representing at least forty percent (40%) of the voting power in the corporation, who shall be present in person at any meeting duly called, shall constitute a quorum for the transactions of business.

Section 6. LACK OF QUORUM.

If less than a quorum shall be in attendance at any time for which the meeting shall have been called, the meeting may, after the lapse of at least half an hour, be adjourned from time to time by a majority of the votes cast by members present and entitled to vote thereat. If notice of such adjourned meeting is sent to the members entitled to receive the same such notice also containing a statement of the purpose of

the meeting and that the previous meeting failed for lack of a quorum, and that under the provisions of this section it is proposed to hold the adjourned meeting with a quorum of those present, then any number of members, in person, shall constitute a quorum at such meeting unless otherwise provided by statute.

Section 7. SPECIAL MEETINGS, HOW CALLED.

Special meetings of the membership for any purpose or purposes may be called by the President or Secretary, and shall be called on a request in writing therefor, stating the purpose or purposes thereof, delivered to the President or Secretary, signed by the President or any two directors, or by members representing at least forty percent (40%) of the voting power in the corporation, or by resolution of the directors.

Section 8. NOTICE OF MEMBERSHIP MEETINGS.

Written or printed notice, stating the place and time of the meeting, and the general nature of the business to be considered, shall be given by the Secretary to each member entitled to vote thereat at his last known post office address, at least ten (10) days before the meeting in the case of an annual meeting and thirty (30) days before the meeting of a special meeting.

Notice required in this Section 8 shall be waived if a Waiver of Notice stating the time, place and purpose of the meeting shall have been signed by all of the members entitled to vote, either before or after the holding of said meeting.

ARTICLE II

DIRECTORS

Section 1. NUMBER, TERM, QUORUM.

The directors shall be elected at the annual meeting of the membership and each director shall be elected to serve for the term of one year; provided that in the event of failure to hold such meeting or to hold such election at such meeting it may be held at any special meeting of the membership called for that purpose.

A majority of the directors shall constitute a quorum for the transaction of business. If at any meeting of the board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at said meeting which shall be so adjourned.

Section 2. ELECTION OF OFFICERS.

At the first meeting, or at any subsequent meeting called for the purpose, the directors shall elect a President from their number, a Treasurer, and a Secretary. Such officers shall hold office until the next annual election of officers and until their successors are elected and qualified.

Section 3. REGULAR MEETINGS.

Regular meetings of the directors may be held without notice on the second Tuesday of March, June, September, and December at 6:00 o'clock, p.m.

Section 4. SPECIAL MEETINGS; HOW CALLED; NOTICE.

Special meetings of the board may be called by the President or by the Secretary on the written request of any two directors or of the President on five (5) days notice to each director.

Notice required in this Section 4 shall be waived if a Waiver of Notice stating the time, place and purpose of the meeting shall have been signed by all of the directors entitled to vote, either before or after the holding of said meeting.

Section 5. PLACE OF MEETINGS.

The directors may hold their meetings at any place as they may from time to time by resolution determine.

Section 6. GENERAL POWERS OF THE DIRECTORS.

The Board of Directors shall have the management of the business of the corporation, and, subject to the restrictions imposed by law, by the Articles of Incorporation, by these by-laws, or the conditions, covenants and restrictions and all amendments thereto, may exercise all the powers of the corporation.

Section 7. SPECIFIC POWERS OF DIRECTORS.

Without prejudice to such general powers, it is hereby expressly declared that the directors shall have the following powers, to-wit:

- (1) To make and change regulations, not inconsistent with these by-laws, for the management of the corporation's affairs and business.
- (2) To purchase or otherwise acquire for the corporation any property, rights or privileges which the corporation is authorized to acquire.
- (3) To borrow money and to make and issue notes, bonds, and other negotiable and transferrable instruments, mortgages, deeds of trust and trust agreements, and to do every act and thing necessary to effectuate the same.
- (4) To remove any officer for cause, or any officer other than the President summarily without cause, and in their discretion, from time to time, to devolve the powers and duties of any officer upon any other person for the time being.
- (5) To appoint and remove or suspend such subordinate officers, agents or factors as they may deem necessary and to determine their duties and fix, and from time to time change their salaries or remuneration, and to require security as and when they think fit.
- (6) To confer upon any officer of the corporation the power to appoint, remove and suspend sub-

ordinate officers, agents and factors.

- (7) To determine who shall be authorized on the corporation's behalf to make and sign bills, notes, acceptances, endorsements, checks, releases, receipts, contracts and other instruments.
- (8) To call special meetings of the membership for any purpose or purposes.
- (9) The directors shall have the right and the power to propose any amendment to the by-laws of this corporation at any meeting whether called for that purpose or not and to submit to the next regular meeting of directors said proposal or amendment to the by-laws of this corporation.
- (10) To levy all assessments, as provided for in these by-laws, or in the conditions, covenants and restrictions and all amendments thereto.
- (11) To administer the common area designated in the covenants, conditions and restrictions and all amendments thereto.

Section 8. COMPENSATION OF DIRECTORS.

Directors shall not receive any compensation whatsoever

for their services as directors, but shall be entitled to expenses.

ARTICLE III

OFFICERS

Section 1. The officers of the corporation, in addition to the directors, shall be a President, a Secretary, and a Treasurer, and such other officers as may from time to time be elected or appointed by the Board of Directors. One person may hold the offices of Secretary and Treasurer, or President and Treasurer.

Section 2. PRESIDENT.

The President shall generally do and perform all acts incident to the office of President, or which are authorized or required by law or assigned to him by the directors.

Section 3. SECRETARY.

The Secretary shall generally do and perform all acts incident to the office of Secretary, or which are authorized or required by law, or which have been assigned to him by the directors.

Section 4. TREASURER.

The Treasurer shall generally do and perform all acts incident to the office of Treasurer, or which are authorized

or required by law, or which have been assigned to him by the directors.

ARTICLE IV

RESIGNATIONS, FILLING OF VACANCIES:

INCREASE OR DECREASE OF NUMBER OF DIRECTORS

Section 1. RESIGNATIONS.

Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 2. FILLING OF VACANCIES.

If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for that unexpired term and until a successor shall be duly chosen.

Section 3. INCREASE OR DECREASE OF NUMBER OF DIRECTORS.

Except insofar as inconsistent with the laws of the State of Nevada, the number of directors may be increased or decreased at any time by the affirmative vote of a majority of the directors (or by the affirmative vote of members representing a majority of the voting power in the corporation),

at a special meeting called for that purpose, and by like vote, the additional directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualified.

ARTICLE V.

COMMON AREA

Section 1. The corporation shall administer that common area designated in the covenants, conditions and restrictions and all amendments thereto.

Section 2. The Board of Directors may do, but is not limited to, any or all of the following:

- (a) Charge reasonable fees for the use of any recreational facility situated upon the common area;
- (b) Establish rules and regulations pertaining to the use of the common area;
- (c) Suspend the voting rights and right to use of the recreational facilities by an owner for any period during which any assessment against his lot remains unpaid; and for a period not to exceed thirty (30) days for any infraction of its published rules and regulations;
- (d) Limit the number of guests using the common area; and
- (e) Dedicate or transfer all or any part of the common area to any public agency, authority

of utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument signed by members representing not less than fifty-one percent (51%) of the voting power in the corporation, agreeing to such dedication or transfer, has been recorded; provided, however, no such dedication shall impair the ingress and egress to any individual lot.

ARTICLE VI

ASSESSMENTS

Section 1. Each member shall pay to the association all assessments provided for in the covenants, conditions and restrictions and all amendments thereto, as assessed by the Board of Directors. The annual, general special, and individual special assessments, together with interest, costs, and reasonable attorneys' fees, shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made. However, in the case of an owner who is such solely by virtue of a contract of sale, there shall be no lien until such time, if ever, as said owner receives title, at which time all assessments, interest, costs, and fees incurred and unpaid by said owner shall become such a lien. Each such assessment, together with interest, costs, and reasonable attorneys' fees, shall

also be the personal obligation of the person who was the owner of such property at the time when the assessment fell due. The personal obligations for delinquent assessments shall not pass to successors in title unless expressly assumed by them.

Section 2. The Board of Directors shall fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period. Written notice of the annual assessment shall be sent to every owner subject thereto. Annual assessments shall be due and payable in twelve (12) equal monthly installments, payable on the first of each month, commencing April 1, 1972. The corporation shall, upon demand, and for a reasonable charge, furnish a certificate signed by an officer of the corporation setting forth whether the assessments on a specified lot have been paid.

Section 3. The Board of Directors may fix all assessments and the due date thereof, except as otherwise provided herein or by the Articles of Incorporation or by the covenants, conditions and restrictions and all amendments thereto.

Section 4. Any assessment not paid within thirty (30) days after the due date shall bear interest from the due date at the rate of ten percent (10%) per annum. The corporation may bring any action at law or in equity against the owner personally obligated to pay the same, or foreclose the lien, if any, against the property. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the common area or abandonment of his lot.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. This corporation has been organized pursuant to, and is subject to, and these by-laws incorporate by reference, the covenants, conditions and restrictions and all amendments thereto.

Section 2. FISCAL YEAR.

The fiscal year shall be the calendar year.

Section 3. PRINCIPAL OFFICE AND RESIDENT AGENT.

The principal office shall be established and maintained at the Community Building of Winterwood Village Unit No. 1, Everglade Street, Las Vegas, Nevada, and E. L. Rogiche shall be the resident agent of the corporation in charge thereof.

Section 4. CHECKS, DRAFTS, NOTES.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5. NOTICE AND WAIVER OF NOTICE.

Whenever any notice is required by these by-laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the date of such mailing. Any notice required to be given under these by-laws may be waived by the person entitled thereto.

Section 6. INDEMNITY OF DIRECTORS AND OFFICERS.

Each director or officer, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him in connection or resulting from any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which a recovery shall be had against him by reason of his having been finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such director or officer.

The foregoing right to indemnity shall include reimbursement of the amounts and expenses paid in settling any such action, suit or proceeding when settling appears to be in the interest of

the corporation, and shall not be exclusive of other rights to which such director or officer may be entitled as a matter of law.

ARTICLE VIII

AMENDMENTS

The members, by the affirmative vote of members representing two-thirds of the voting power in the corporation, may at any meeting, provided the substance of the proposed amendment shall have been stated in the notice of the meeting, amend or alter any of these by-laws.