

AMENDED BYLAWS
OF
MT. TABBY IMPROVEMENT GROUP, INC.

The Bylaws of Mt. Tabby Improvement Group, Inc. (hereinafter the "Corporation") are hereby adopted by the Board of Directors as follows:

ARTICLE I: REGISTERED OFFICE AND AGENT

1. Registered Office and Agent. The address of the initial registered office of the Corporation is 201 South Main, Suite 1300, Salt Lake City, Utah 84111-2216, and the name of its initial registered agent at that office is Steven E. Clyde, of Clyde Snow Sessions & Sessions, P.C., 201 South Main, Suite 1300, Salt Lake City, Utah 84111-2216. The Corporation may maintain other offices, within or without the State of Utah, as the Board of Trustees or Directors may from time to time designate.

2. Change of Registered Office and Agent. The Corporation may change its registered office or its registered agent, or both, upon filing with the Secretary of State of Utah a statement setting forth the facts required by law, Utah Code Ann. §16-6a-101 et seq., executed on behalf of the Corporation by its president or vice president and verified by the secretary thereof.

ARTICLE II: SHAREHOLDERS' MEETINGS

1. Place of Meetings. All meetings of the shareholders shall be held at such 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.

2. Annual Meeting.

a. Time of Annual Meeting. An annual meeting of the shareholders of the Corporation for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting shall be held each year, on the _____ day of _____, in _____ of each year at _____ a.m./p.m., if not a legal holiday, and if a legal holiday, then on the day following, at _____ a.m./p.m., at the Corporation's office or at such other date and place as may be prescribed by the Board of Directors. If the annual meeting of the shareholders is not held as

herein prescribed, the election of directors may be held at any meeting thereafter called pursuant to these Bylaws.

b. Order of Business. The order of business at the annual meeting of shareholders shall be as follows:

- (a) Calling meeting to order;
- (b) Proof of notice of meeting;
- (c) Reading of minutes of last previous annual meeting;
- (d) Reports of officers;
- (e) Reports of committees;
- (f) Election of trustees; and
- (g) Miscellaneous business.

3. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or, in his or her absence, by the vice president, or by a majority of the Board of Directors and shall be called at any time by the president or vice president, or the secretary or treasurer, upon the request of shareholders owning not less than 1/6 of the outstanding water certificates of the Corporation entitled to vote at such meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice.

4. Notice of Meetings.

a. Time and Manner of Notice. Notice of the time and place of any annual or special meeting of shareholders shall be given by mailing written or printed notice of the same at least ten (10) days and not more than thirty (30) days prior to the meeting to each shareholder of record of the Corporation entitled to vote at such meeting. Such notice shall be deemed delivered when deposited in the United States mail, postage prepaid, and addressed to the shareholder's last known post office address or to the address appearing on the stock transfer books of the Corporation. Notice may be waived in writing by any shareholder. In addition to written notice, notice may, but need not be given by publication.

b. Record Date. The Board of Directors may fix in advance a date, not exceeding ten (10) days preceding the date of any meeting of shareholders, as a record date for the determination of the shareholders entitled to notice of and to vote at any such meeting. If a record date is not established for the determination of shareholders entitled to notice of or to vote

at a meeting of shareholders, the date on which notice of the meeting is mailed shall be the record date. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

5. Quorum. A quorum at any annual or special meeting of shareholders shall consist of shareholders representing, either in person or by proxy, fifty percent (50%) of the issued and outstanding water certificates of the Corporation entitled to vote at such meeting. If a quorum is not present at a properly called shareholders' meeting, the meeting may be adjourned by those present, and if a notice of such adjourned meeting, sent to all shareholders entitled to vote at the shareholder meeting contains the time and place of holding such adjourned meeting and a statement of the purpose of the meeting, that the previous meeting failed for lack of quorum, and that under the provisions of this section, it is proposed to hold the adjourned meeting with those present constituting a quorum, then at such adjourned meeting any number of shareholders entitled to vote at such meeting and represented in person or by proxy, shall constitute a quorum, and the votes of a majority in interest of those present at such meeting shall be sufficient to transact business.

6. Voting at Meetings.

a. Manner of Voting. The voting at all meetings of shareholders will be by written ballot, which ballot shall identify the shareholder voting and the number of shares voted by him or her, and if such ballot shall be cast by a proxy, it shall also identify the shareholder giving such proxy. All elections for directors and officers shall be by a simple majority vote, except as may be otherwise provided by the Articles of Incorporation.

b. Personal and Proxy Vote. At the meeting of the shareholders, every shareholder having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such shareholder and bearing a date not more than one year prior to said meeting, unless said instrument provides for a longer period. A shareholder's right to vote shall be suspended so long as a shareholder is delinquent in payment of any assessment levied by the Board.

c. Votes Per Share. Each shareholder shall have one vote for each share of stock, registered in his or her name on the books of the Corporation, and except where the stock transfer books of the Corporation shall have been closed or a date shall have been fixed as a

record date for the determination of its shareholders entitled to vote, no share of stock shall be voted which shall have been transferred on the books of the Corporation within ten (10) days next preceding such election of directors. Where the share or shares of stock are owned by a business entity, trust or other legal entity, the entity owning the stock shall designate one individual who shall have authority to vote the share or shares of the entity.

d. Shareholder Voting List and Record Date. A complete list of the shareholders entitled to vote at the ensuing election, arranged in alphabetical order, and the number of voting shares held by each, shall be prepared by the secretary who shall have charge of the stock ledger, and filed in the office where the election is to be held, at least two (2) days before every election, and shall, during the usual hours for business and during the whole time of said election, be open to the examination of any shareholders. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to the shareholders entitled to examine such list or transfer book or to vote at the meeting of shareholders.

7. Inspectors of Election. The Board of Directors shall appoint two inspectors of election before or at each meeting of the shareholders of the Corporation at which an election of trustees shall take place. The inspectors shall receive and take charge of all proxies and ballots and shall decide all questions touching upon the qualification of voters, the validity of proxies, and the acceptance and rejection of votes. In case of a tie vote by the inspectors on any questions, the presiding officer shall decide.

ARTICLE III: BOARD OF DIRECTORS

1. Number, Tenure and Qualifications. The management of all the affairs, property and business of the Corporation shall be vested in a Board of Directors (or "Trustees") consisting of no fewer than five (5) persons and no more than nine (9), who shall be elected at the annual meeting of the shareholders, for a term of two (2) years, and shall hold office until their successors are elected and qualified, all as set forth in the Articles of Incorporation. No director or trustee may hold more than two consecutive terms in office. Any trustee having served two consecutive terms is ineligible to be a director or officer until he or she has been off the Board for at least two years.

2. General Powers. In addition to the powers and authorities by these Bylaws and the Articles of Incorporation expressly conferred upon it, 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 shareholders.

3. Vacancies. All vacancies in the Board of Directors whether caused by resignation, death or otherwise, may be filled by a majority vote of the remaining directors attending an annual or special meeting called for that purpose, even though less than a quorum be present. A director thus appointed to fill any vacancy shall hold office for the unexpired term of his or her predecessor, and until his or her successor is elected and duly qualified. Notwithstanding the restriction on serving more than two consecutive terms contained in Section 1 of this Article III, the Board of Directors may appoint a former director to fill a vacancy on the Board even if they have not been off the Board for the required two (2) years.

4. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at the principal office of the Corporation or at such other place or places, within or without the State of Utah, as the Board of Directors may from time to time designate. The first meeting of each newly elected Board shall be held at such time and place, either within or without the State of Utah, as shall be fixed by said directors at the annual meeting, and no notice of such meeting shall be necessary to the newly elected trustees in order to legally constitute the meeting, provided a quorum of the whole Board shall be present; or they may meet at such place and time as shall be fixed by the consent in writing of all the directors.

5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the president, or in his or her absence, by the vice president, or by any two directors, to be held at the principal office of the Corporation or at such other place or places, within or without the State of Utah, as the directors may from time to time designate.

6. Notice of Special Meetings. Unless waived in writing, notice of any special meeting shall be given at least five (5) days previously thereto by written notice mailed to each director at the director's home or business address, or personally by telephone. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail so addressed, postage prepaid. The attendance of a director at a meeting shall constitute a waiver of notice of

such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

7. Quorum. At any meeting of the directors, seventy-five percent (75%) of the then sitting Board is required to be in attendance in order to constitute a quorum for the transaction of business. However, if fewer than that number is present at a meeting, a simple majority of the directors present may adjourn the meeting from time to time without further notice. For purposes of an annual or special shareholder meeting, a quorum shall be deemed to be present if the meeting is attended in person or by proxy by 1/6 of the existing outstanding stock in the Corporation.

8. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

9. Committees. Standing or temporary committees may be appointed from its own number or from among the shareholders by the Board of Directors from time to time, and the Board of Directors may from time to time invest such committees with such power as it may see fit, subject to such conditions as may be prescribed by such Board. An executive committee may be appointed by resolution passed by a majority of the whole Board and shall have all the powers provided by statute, except as specially limited by the Board. All committees so appointed shall keep regular minutes of the transactions of their meetings, and shall cause them to be recorded in books kept for that purpose in the office of the Corporation and shall report the same to the Board of Directors. Committees shall serve at the pleasure of the Board.

10. Compensation. No stated salary shall be paid to the directors as such for their services; provided, however, that reimbursement may be made, with approval of the directors, for any actual and reasonable expenses incurred by a director in the performance of his or her duties as a director, and that a salary may be paid to the secretary-treasurer for performance of his or her duties at the discretion of the Board. Members of special or standing committees may be reimbursed upon approval of the director.

11. Removal of Directors. Any or all of the directors may be removed for cause by vote of the shareholders or by action of the Board of Directors. A director or several directors may be removed without cause only by a vote of 2/3 of the outstanding stock in the Corporation.

12. Resignation. A director may resign at any time by giving written notice to the Board, the president or the secretary of the Corporation. Unless otherwise specified in the

notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

13. Presumption of Assent. A director of the Corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV: OFFICERS

1. Number, Election and Term of Office. The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, who shall be elected by a majority of the stockholders present in person or by proxy at the annual stockholders' meeting, and each person elected as an officer shall serve for a term of two (2) years. The officers, upon election, shall hold office until their successors are elected and qualified. The Board will appoint from among the shareholders a nominating committee who will nominate a slate of candidates for officers. The Board of Directors may also choose additional assistant secretaries and assistant treasurers. The offices of secretary and treasurer may be held by the same person.

2. Duties.

a. President. The president shall be the principal executive officer of the Corporation and, subject to the control of the directors, shall have general supervision and control of the business and affairs of the Corporation. The president shall be elected for a term of two (2) years. The president shall preside at all meetings of shareholders and directors. He or she may sign or countersign, with the secretary or any other officer or duly authorized agent of the Corporation all water certificates for shares of the Corporation, as well as any deeds, mortgages, bonds, contracts and other instruments of the Corporation as authorized by the Board of Directors, and shall perform all such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors.

b. Vice President. In the absence of the president, or in the event of his or her death, inability or refusal to act, the vice president shall perform and exercise the duties and

functions of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform and discharge such other and further duties as may be assigned from time to time by the Board of Directors.

c. Secretary. The secretary shall keep the minutes of the shareholders' and directors' meetings in one or more books provided for that purpose, see that all notices regarding annual stock assessments, delinquencies and stock sales are duly given in accordance with the provisions of these Bylaws and the Rules and Regulations of the Corporation, be custodian of the corporate records and of the seal of the Corporation, keep a register of the post office address of each shareholder, have general charge of the stock transfer books of the Corporation and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or the Board of Directors.

d. Treasurer. The treasurer shall have the charge and custody of and be responsible for all the funds and securities of the Corporation from any source whatsoever, and in such capacity shall deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws, shall keep regular books of account, shall disburse the funds of the Corporation in payment of the just demands against the Corporation, or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required an account of all transactions and of the financial condition of the Corporation. In addition to the foregoing, the treasurer shall perform such other duties as the Board of Directors may properly require from time to time. The treasurer may simultaneously serve as another officer of the Corporation.

3. Absence or Inability to Act. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any Director or other person whom it may select.

4. Vacancies. The directors at any regular or special meeting may fill vacancies in any office arising from any cause.

5. Other Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, which shall hold their offices for such terms and shall

exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

6. Compensation. No stated salary shall be paid to the officers of the Corporation as such for their services; provided, however, that reimbursement may be made, with approval of the directors, for any actual and reasonable expenses incurred by an officer in the performance of the duties of the office.

7. Tenure and Removal from Office. The officers of the Corporation shall hold office until their successors are chosen and duly qualified. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

8. Fidelity Bonds. The Board of Directors, by resolution, may require any and all of the officers to give bonds to the Corporation, payable by the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

9. Nepotism. The officers may hire and fire employees and independent contractors to provide services to the Corporation, provided, however, that if the proposed employee or independent contractor is related to any officer or director or other employee of the Corporation, or any director or office owns an interest in any such entity seeking to perform work for the Corporation, that no such individual or entity shall be employed or contracted with unless the officer and/or director has made written disclosure of the nature and extent of the relationship and any potential conflict of interest that might exist, and the employment arrangement or independent contract for service must be approved by a 2/3 vote of the Board of Directors at a regular or special meeting of the Board called for that purpose.

ARTICLE V: INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Indemnification. The Corporation, as authorized by law and consistent with the Articles of Incorporation, shall indemnify and defend any and all persons who may serve or who have served at any time as directors or officers, or both, or who at the request of the Board of Directors of the Corporation may serve or at any time have served as directors or officers or both, of another corporation in which the Corporation at such time owned or may own shares of

stock or of which it was or may be a creditor, and their respective heirs, executors, administrators, successors, representatives and assigns against any and all expenses and amounts paid upon judgments or pursuant to decrees, including, but not limited to, counsel fees, court costs and amounts paid in settlement (before or after suit is commenced), actually and reasonably incurred by such person in connection with the defense, discharge or settlement of any claim, action, suit or proceeding (whether civil, criminal, administrative or other) in which they, or any of them, are, or may be, involved in are made parties, or a party, or which may be asserted against them, or any of them, by reason of being, or having been, directors or officers, or a director or an officer of the Corporation, or of such other corporation (whether or not such person is a director or officer at the time of incurring the obligation to pay such expense, judgment or decree), except to the extent to which such director or officer or former director or former officer or person shall be adjudged in an action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her, or their duty to the Corporation or such other corporation, as such director or officer. No officer shall be liable for negligence or misconduct in the performance of his or her duty to such Corporation if he, she or they acted in good faith and exercised his or her, or their best judgments and efforts to follow, effectuate and consummate instructions or resolutions of the Board of Directors. The foregoing indemnification shall be in addition to all other rights to which the person indemnified may be entitled under any law, bylaw, agreement and resolution of the shareholders or otherwise.

ARTICLE VI: WATER CERTIFICATES

1. Issuance. Water Certificates shall be issued in numerical order and each shareholder shall be entitled to a water certificate signed by the president or vice president and the secretary or an assistant secretary, certifying to the number of shares owned by said shareholder. Until such time as the shareholders elect to amend these Bylaws, the existing water certificates that have been issued by the Corporation shall suffice as the water certificates of the Company. Each water certificate or share shall remain attached to the specific lot for which it was issued as an appurtenance, and may not be sold without the sale of the lot as well. No one may hold a water certificate if they are not also a lot owner within the existing development. In the event any officer who has signed a water certificate has ceased to be an officer before the water certificate has been delivered, such water certificate may, nevertheless, be adopted and issued and delivered

by the Corporation as though the officer who signed such water certificate or water certificates had not ceased to be such officer of the Corporation.

2. Transfers. Transfers of water certificates shall be made only upon the transfer books of the Corporation, which shall be maintained at the office of the Corporation.

3. Holders of Water Certificates. Only registered shareholders shall be entitled to be treated by the Corporation as the holders in fact of the water certificates standing in their respective names, and the Corporation shall not be bound to recognize any equitable or other claim to or interest in any water certificate on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provide by the laws of the State of Utah.

4. Lost or Mutilated Water Certificates. In case of loss or destruction of any water certificate, another may be issued in its place upon proof of such loss or destruction, and, if required by the Board, upon the giving of a satisfactory bond of indemnity or other security to the Corporation and/or to the transfer agent and registrar of such water certificate, in such sum as the Board of Directors may provide.

5. Rules. The Board of Directors shall have power and authority to make all such rules and regulations as it may deem expedient concerning the issue, transfer, conversion and registration of water certificates of the Corporation, not inconsistent with the laws of the State of Utah, the Articles of Incorporation and these Bylaws.

6. Assessments. The Board of Directors of the Corporation shall have authority to levy and collect assessments on all share water certificates of the Corporation, subject to the following:

a. Assessments may be levied so as to carry out the various purposes of the Corporation as authorized by law and as set forth in the Articles of Incorporation, any Operating Rules and Regulations and/or these Bylaws adopted by the Board of Directors from time to time, including, without limitation, the payment of (a) the expenses of operation, maintenance, repair, modification, replacement and improvement of all water diversion, distribution and storage facilities, together with appurtenances thereto, which are now or may hereafter be owned by the Corporation; (b) any salaries and expenses of directors, officers and employees of the Corporation, and the fees and costs incurred of professional services contracted for by the Corporation; (c) any special assessments which may be levied by the Board to pay any extraordinary expenses of operation, maintenance, or management of the corporation; and, (d)

standby assessments to maintain the water distribution system in a ready-to-serve condition for the benefit of shareholders owning vacant lots.

b. Water certificates shall be assessed equally and on a pro rata basis, so long as water use within the water system is unmetered. If, at some later date, and upon approval of a majority of the shareholders, individual water meters are required to be installed on each service connection for each shareholder, then by resolution duly adopted by the Board, assessments may be levied on the basis of metered use rather than on an equitable and pro rata basis, as authorized by law.

c. All assessments shall be due and payable as billed by the Corporation and in accordance with its Bylaws and any lawfully adopted Rules and Regulations of the Corporation. The Board, in accordance with law and these Bylaws shall authorize special assessments, and they shall be due and payable as specified in the notice of the Special Assessment.

d. Any delinquent assessment may be collected by the statutory sale of water certificates or by such other remedy, including the suspension of water deliveries, to the delinquent shareholder for so long as any assessment remains delinquent.

ARTICLE VII: CONTRACTS, LOANS, CHECKS AND DRAFTS

1. Contracts. The directors may authorize any officer or officers, agent or agents, 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.

2. Loans. The Board of Directors shall, upon resolution duly adopted, have the authority to incur indebtedness on behalf of the Corporation, in an amount not to exceed twenty-five thousand dollars (\$25,000). Any loans or indebtedness in excess of that amount shall be incurred by the Corporation only upon the majority vote of all the shareholders present, in person or by proxy, at an annual or special meeting called for that purpose.

3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by any two of the officers of the Corporation and in such manner as shall from time to time be determined by resolution of the directors.

ARTICLE VIII: CALENDAR YEAR

The Corporation shall operate on a calendar year basis, January 1 through December 31.

ARTICLE IX: SEAL

1. The corporate seal of the Corporation shall consist of an outer circle on which is inscribed the words "Mt. Tabby Springs Improvement Group." Inside the circle shall be the words "Corporate Seal."

ARTICLE X: AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors; except that Bylaws pertaining to the qualifications, voting rights and property rights of shareholders and termination or forfeiture of a shareholder's rights shall not be altered, amended or repealed unless such change is approved by a majority vote of the shareholders entitled to vote, in person or by proxy, at any annual meeting or special meeting of shareholders duly called as set forth herein.

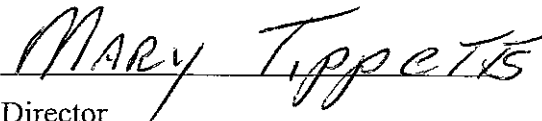
The foregoing Bylaws were duly adopted by the unanimous vote of the Board of Directors of Mt. Tabby Springs Mutual Water Company at a duly authorized meeting of said Board held on the 26th day of June, 2004.



Director



Director



Director

Virgil L. Jensen
Director

Patrick Foard
Director

ATTEST: Sherrin Smith
Secretary