

**AMENDED AND RESTATED BYLAWS FOR
INCLINE PINES HOME OWNERS ASSOCIATION,
a Nevada Non-Profit Corporation**

ARTICLE I

Name

The name of the corporation to which these Bylaws apply is the Incline Pines Home Owners Association (hereinafter referred to as the "Association").

ARTICLE II

Definitions and Precedence

Section 2.01. "Declaration" refers to the Third Amended and Restated Declaration of Covenants, Conditions and Restrictions for Incline Pines Home Owners Association, recorded in the Official Records of Washoe County, State of Nevada and any amendments or restatements that may be recorded.

Section 2.02. "Member" is defined as persons entitled to membership in the Association by virtue of ownership of a Unit in Incline Pines as evidenced in the records of Washoe County Recorder.

Section 2.03. Other Terms. All other capitalized terms used herein, unless otherwise defined herein, shall have the meanings ascribed to such terms in the Third Amended and Restated Declaration of Covenants, Conditions and Restrictions for Incline Pines Home Owners Association Recorded or to be Recorded in the Office of the County Recorder, Washoe County, Nevada and applicable to the Property.

Section 2.04. Conflicts. These Bylaws are intended to conform to NRS 116, the Declaration and Articles of Incorporation. Should conflict be determined to exist, NRS 116, the Declaration and/or Articles of Incorporation shall govern, as appropriate.

ARTICLE III

Members and Voting Rights of Members

Section 3.01. Membership Rights. Only Members of the Association shall have voting rights. Membership shall be appurtenant to and may not be separated from ownership of any Unit. An Owner of a Unit shall automatically be a Member of the Association, and shall remain a Member of the Association until such time as his or her ownership of a Unit within the Association ceases, for any reason, at which time his or her membership in the Association shall automatically cease. The methods of voting shall be set forth in these Bylaws.

Section 3.02. Voting Methods. Any Member may attend meetings of the Association and may vote at meetings or by written, dated and signed proxy conforming to the requirements of NRS 116.311 filed with the Secretary of the Association prior to or at the meeting. A proxy may be exercised only by another Member of the Association. Votes at a meeting may be cast either by voice, by valid and lawful proxy or by written ballot pursuant to NRS 116.311.

Section 3.03. Exercise of Voting Rights. When one (1) or more Members own an interest in a Unit, there shall be but one vote per Unit; the vote for such Unit shall be exercised as the Owners shall determine but shall not be cast on a fractional basis. If the Owners of a Unit are unable to agree as to how their voting rights shall be cast, then they shall be deemed to have forfeited their vote on the matter in question. If any Owner shall exercise the right to vote, it will be conclusively presumed for all purposes that he/she was acting with authority and consent of all other Owners of that same Unit.

ARTICLE IV

Meetings of Members

Section 4.01. Quorum. The presence of fifty percent (50%) of the Members in person, by proxy or written ballot at any meeting of the Members shall constitute a quorum. If a meeting cannot be held because a quorum is not present, a majority of the Members present in person or by proxy may, except as otherwise provided by law, adjourn the meeting to a time of not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called at which time a quorum shall be twenty percent (20%).

Section 4.02. Action. Except as otherwise expressly provided in these Bylaws or Nevada law, action may be taken at a meeting of the Members at which a quorum is present upon the affirmative vote of a majority of the total voting power present at such meeting in person or by proxy. In the alternative, in lieu of a meeting, written ballots may be used.

Section 4.03. Annual Meetings of Members. There shall be an annual meeting of the Members each year. The date of the Annual Meeting shall be in September, or other date as determined by the Board of Directors. In any case, written notice of the time, date, place and agenda of the annual meeting shall be delivered to the Members not less than fifteen (15) days nor more than sixty (60) days prior to the date fixed for such meeting. Pursuant to NRS 116.3108, the ballots for the election of Members of the Board shall be opened and counted at the Annual Meeting.

Section 4.04. Special Meetings of Members. A meeting of the Members may be called for the purpose of considering matters which, by the terms of the Act, the Declaration, the Articles of Incorporation, or these Bylaws, require the approval of the Members, or for any other purpose. A Member meeting may be called by the Board of Directors or by written petition signed by at least ten percent (10%) of the Members. To call a special meeting, the Owners must submit a written petition signed by the required percentage of the total number of voting Members of the Association and which is mailed, return receipt requested, or served by a process server to the

Board or Manager. Written notice of the time, date, place and agenda of such Member meeting shall be delivered to the Members not less than fifteen (15) days nor more than sixty (60) days prior to the date fixed for such meeting.

Section 4.05. Voting by Members Without a Meeting. The Board of Directors may, from time to time, put to the members a vote on Association business without a meeting. Consistent with NRS 116.311(9) the Association shall deliver paper or electronic ballots to Members and quorum requirements shall apply.

Section 4.06. Record Date for Members. For the purpose of determining Members entitled to notice of or to vote at any meeting or at any adjournment thereof, the Board may fix, in advance, a date as a record date for any such determination of Members. Such record date shall not be more than sixty (60) days before the date of such meeting.

Section 4.07 Proxies. Consistent with NRS 116.311 and Chapter 82 of NRS, as may be amended from time to time, votes allocated to a Unit may be cast pursuant to a proxy executed by the Owner of the Unit. If any Owner designates two (2) or more persons to act as proxies, a majority of those persons so designated who are present at the meeting, or, if only one is present, then that one, has and may exercise all of the powers conferred by the Owner upon all of the persons so designated, unless the Owner provides otherwise. A vote may not be cast pursuant to a proxy for the election or removal of a Director of any Board.

Section 4.08. Adjourned Meetings. When any meeting of the Association, either annual or special, is adjourned for any reason (including, without limitation, that a quorum was not present) for more than thirty (30) days or if the time and place for the adjourned meeting are not announced at the original meeting, or if a new date is fixed for the adjourned meeting after adjournment, notice of the time and place of the adjourned meeting shall be given in the manner prescribed for the original meeting.

Section 4.09. Electronic Communications Attendance. Consistent with NRS 82.276(3), Directors and Members may participate in a meeting through use of electronic communications, videoconferencing, teleconferencing or other available technology which allows the participants to communicate simultaneously or sequentially so long as the Members and Directors attending via electronic communications can hear the other Members and Directors attending the meeting. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 4.10. Organization. The President shall preside over the meetings of the Association and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as a record of all transactions occurring at the meeting. The Board shall determine the procedures to govern the conduct of all meetings of the Association and such procedure shall not be in conflict with the Declaration, the Articles of Incorporation, or these Bylaws.

Section 4.11. Recordings. A Member may record on audiotape or any other means of sound reproduction a meeting of the Members if, before recording the meeting, the Member provides

notice of his intent to record the meeting to the other Members who are in attendance at the meeting.

Section 4.12. Place of Meetings. Meetings of the Members shall be held within Washoe County, unless otherwise specified in the notice calling any such meeting, or in the event of a waiver of notice of such meeting, in such waiver of notice.

ARTICLE V

Notices

Any Notice permitted or required to be delivered by these Bylaws may be delivered as allowed by the Act, electronically, personally or by mail.

ARTICLE VI

Nomination, Election, Tenure, Meetings Powers and Duties of the Board of Directors

Section 6.01. Exercise of Powers of Association; Number of Board Members. The powers of the Association shall be vested in the Board of Directors. The Board shall consist of five (5) Directors. Each Director must be the record Owner of a Unit, an officer, employee, agent or director of a corporate owner of a Unit, a trustee or designated beneficiary of a trust that owns a Unit, a partner of a partnership that owns a Unit, a member or manager of a limited-liability company that owns a Unit, or a fiduciary of an estate that owns a Unit. In all events where the Person serving or offering to serve as a member of the Board or an officer of the Association is not the record Owner, he or she shall file proof in the records of the Association that: (a) states that he or she is associated with the Owner in the manner described in this Section; and (b) identifies the Unit(s) owned by the Owner. Unless otherwise provided in these Bylaws or the Act, a Director shall serve until his or her successor shall be elected.

Section 6.02. Powers and Duties of Board. The Board of Directors shall have: (a) the power to exercise for the Association all powers, duties and authority vested in the Association and not reserved to the Members by other provisions of the Act, the Declaration, the Articles of Incorporation or these Bylaws; (b) the power and duties specifically conferred upon the Association or the Board by applicable law, including Chapters 82 and 116 of the Nevada Revised Statutes, the Declaration, the Articles of Incorporation, or these Bylaws; and (c) all other powers and duties necessary for the administration of the Association and for enforcement of the provisions of the Act, the Declaration, the Articles of Incorporation, or these Bylaws.

Section 6.03. Nominations. Solicitations for election to the Board shall be made by sending a form to each Member as notification of his or her eligibility to serve as a member of the Board, as provided in the Act.

Section 6.04. Terms and Election. Directors shall be elected at the annual meeting and each director shall hold office for two (2) years or until his/her successor shall be elected and qualified. Terms shall be staggered. Except as allowed by Nevada law, the Directors shall be

elected by secret written ballots. If the number of candidates is less than or equal to the number of Members to be elected, then the Association will not prepare or mail any ballots and the nominated candidates shall be deemed to be elected at the Member meeting at which the ballots would have been counted. There shall be no cumulative voting.

Section 6.05. Vacancies. Vacancies in the Board of Directors resulting from death, resignation, removal, or failure of the Members to elect at the annual meeting may be filled by a majority vote of the Directors in office whether a quorum exists or not, and the Directors so chosen shall hold office until the next annual meeting.

Section 6.06. Removal. At any special meeting of the Members called for that purpose, the Members may remove any one or all of the Board of Directors, with or without cause as set forth in the Act.

Section 6.07. Compensation. No Director shall receive compensation for any service he/she may render to the Association; however, with approval of the Board, a Director may be reimbursed for actual out-of-pocket expenses incurred in the performance of duties.

Section 6.08. Committees. The Board of Directors may appoint any committees as deemed appropriate in carrying out the purpose of the Association in the sole discretion of the Board. At least one Board member shall be appointed to any committee.

ARTICLE VII

Board of Directors Meetings

Section 7.01. Organizational Meeting. Upon adjournment of the annual meeting, the Board of Directors shall hold a meeting for the purpose of electing officers for the coming year.

Section 7.02. Regular Board Meetings. Regular meetings of the Board shall be held at least once every 100 days or as necessary to handle the business of the Association. Board meetings may be called by the President or a quorum of the Board with notice as required by the Act. The Board of Directors may hold meetings at such place as it shall determine, but all such meetings must be within Washoe County. All meetings of the Board shall be open to all Members of the Association. Non-members of the Association may not attend unless required by the Act.

Section 7.03. Action Taken Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto is signed by Members of the Board of Directors representing a majority of the Board. Such written consent shall be filed with the minutes of the next Board meeting.

Section 7.04. Quorum. A majority of the members of the Board shall constitute a quorum and a majority of those present may take action for the Board; however, no proxy voting shall be allowed at Board meetings.

Section 7.05. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn Board meetings to another time and place without additional notice to the Members other than announcement at the meetings until a quorum shall be present thereat. Notwithstanding the foregoing, if a Board meeting is adjourned for more than thirty (30) days, notice of any adjournment to another time or place shall be given before the time of the adjourned meeting.

Section 7.06. Electronic Communications Attendance. Consistent with NRS 82.271, Directors may participate in a meeting through use of electronic communications, videoconferencing, teleconferencing or other available technology which allows the participants to communicate simultaneously or sequentially so long as the Director(s) attending via electronic communications can hear the other Directors attending the meeting, the Directors attending the meeting can hear the Director(s) attending via electronic communications, and the Members attending the meeting can hear the Director(s) attending via electronic communications. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 7.07. Regular Meeting Minutes. Not more than thirty (30) days after any meeting of the Board, the Secretary or other officer or agent of the Association shall cause the minutes or a summary of the minutes of the meeting to be made available to the Members. A copy of the minutes or a summary of the minutes must be provided to any Member who pays the Association the cost of providing the copy pursuant to the Act.

Section 7.08. Executive Session Minutes. Except as otherwise provided in the Act, any matter discussed by the Board when it meets in executive session must be generally noted in the minutes of the meeting of the Board. The Board must maintain minutes of any decision relating to an alleged violation of the Governing Documents, and upon request provide a copy of the decision to the person who was subject to being sanctioned at the hearing or to his designated representative.

Section 7.09. Record of Violations. The Board shall maintain a general record in the manner set forth in the Act concerning each violation of the Governing Documents, other than a violation involving a failure to pay an Assessment, for which the Board has imposed a fine, a construction penalty or any other sanction.

ARTICLE VIII

Officers

Section 8.01. Officers. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by and from the Board of Directors for one year (1) terms, or upon earlier change at the discretion of the Board or Directors. Any Board member may serve in the capacity of multiple offices.

Section 8.02. Removal of Officers. Upon affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his/her successor elected at any meeting of the Board.

Section 8.03. President. The President shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Association and of the Board of Directors and shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes. In general, the President shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him or her by the Board.

Section 8.04. Vice President. The Vice President shall substitute for the President whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint a member of the Board to act on an interim basis.

Section 8.05. Secretary. The Secretary shall ensure the minutes of all meetings of the Board and the Association are kept, shall ensure the official records of the Board and Association are maintained, and shall perform all duties incident to the office of Secretary.

Section 8.06. Treasurer. The Treasurer shall be responsible for ensuring complete and accurate accounts of all receipts and disbursements of the Association are kept. The Treasurer, or his/her designee, shall be responsible for the deposit of all monies and securities in the name and to the credit of the Association in such depositories as may be designated by the Board.

ARTICLE IX

Budgeting and Fiscal Year

Section 9.01. Budget. A fiscal year budget for the Association shall be prepared by the Board and submitted to the Members of the Association for ratification. Such budget shall take into consideration all anticipated receipts and expenditures of the Association for the coming fiscal year, shall show a comparison to the current budget, and shall not anticipate a deficit. The budget shall be prepared to reveal the function and object of all expenditures and shall include explanatory narrative, as appropriate.

Section 9.02. Fiscal Year. The fiscal year of the Association shall be July 1 through June 30.

ARTICLE X

Inspection of Records

Section 10.01. Inspection by Members and Holders. The Governing Documents, books and records of account, financial statements, minutes of meetings of the Association, the Board, and any committees of the Board, and other papers of the Association, including without limitation all contracts to which the Association is a party and all records filed with a court relating to a civil or criminal action to which the Association is a party, will be made available for inspection

and copying by any Member or his duly-appointed representative, or any Eligible Mortgagee, at any reasonable time during normal business hours or under other reasonable circumstances and for a purpose reasonably related to their interest as a prospective purchaser, Member, or Eligible Mortgagee, at the principal office of the Association. The provisions of this Section do not apply to (a) the personnel records of the employees of the Association, except for those records relating to the number of hours worked and the salaries and benefits of those employees; (b) the records of the Association relating to another Owner including, without limitation, any architectural plan or specification submitted by a unit's owner to the association during an approval process required by the governing documents; (c) any correspondence or communications between the Association and its attorney which are subject to the attorney-client privilege set forth in NRS 49.035 through NRS 49.115; (d) the minutes of the executive session of the Board of Directors, subject to the right of any Person who is subject to any violation hearing before the Board to have access to and copies of the decision; (e) any document that is in the process of being developed for final consideration by the Board and has not been placed on an agenda for final approval by the Board; and (f) any other document identified by the Act.

Section 10.02. Rules for Inspection. The Board may establish reasonable rules concerning (a) notice to be given to the custodian of the records by a person desiring to make an inspection, (b) hours and days of the week when such inspection may be made, and (c) payment of the cost of reproducing copies of any documents as requested pursuant to the Act. The Board shall provide copies of the books and records described in described in Section 10.01 above, within twenty-one (21) days of receiving a written request and subject to payment of the cost of reproducing the same.

Section 10.03. Inspection by Directors. Subject to NRS 82.186, every Director has the absolute right at any reasonable time to inspect all books, records and documents of the Association.

Without limiting the generality of the foregoing, a Director's right of inspection includes the right to make extracts and copies of documents.

ARTICLE XI

Enforcement of Governing Documents

Section 11.01 Rule Making Authority. The Board of Directors shall adopt and distribute to the Membership resolutions, Rules, policies or guidelines to address the enforcement of any alleged violation of the Governing Documents of the Association, including the non-payment of Assessments. The resolutions, rules and regulations, policies and guidelines may also include disciplining Members for violation of the Governing Documents, including fines and the suspension of voting privileges and the right to use the Common Elements, consistent with the Act and with regulations adopted by the Commission for Common-Interest Communities and Condominium Hotels under Nevada Senate Bill 72 (2021).

Section 11.02. Discretion to Enforce. The Board may determine whether to take enforcement action by exercising the Association's power to impose sanctions or commence an action for a violation of the Declaration, these Bylaws or Rules, including whether to compromise any claim for unpaid assessments or other claim made by or against it. The Board does not have a duty to take enforcement action if it determines that, under the facts and circumstances presented: (a) the Association's legal position does not justify taking any or further enforcement action; (b) the covenant, restriction or rule being enforced is, or is likely to be construed as, inconsistent with current law; (c) although a violation may exist or may have occurred, it is not so material as to be objectionable to a reasonable person or to justify expending the association's resources; or (d) it is not in the Association's best interests to pursue an enforcement action. The Board's decision not to pursue enforcement under one set of circumstances does not prevent the Board from taking enforcement action under another set of circumstances, but the Board may not be arbitrary or capricious in taking enforcement action.

ARTICLE XII

Amendment

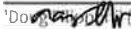
These Bylaws may be amended at any regular or special meeting of the Members by an affirmative vote of a majority of the total voting power present at such meeting in person or by proxy, assuming a quorum is present or by written ballot as long as at least the equivalent of a quorum return ballots and at least a majority of the ballots are returned in favor of the amendment and provided that the proposed amendment had been delivered in writing to all Members of the Association with the notice calling such meeting or with the written ballots.

CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

1. That I am the duly elected and acting Secretary of the Incline Pines Home Owners Association, a Nevada non-profit corporation; and
2. That the foregoing Bylaws comprising nine (9) pages, constitute the Bylaws of the Corporation as duly adopted by the Members by a vote of 26 yes, 0 no.

Dated this second day of December, 2021.

 (Dec 2, 2021 20:56 PST)

Doug Filipponi, Secretary

The Bylaws will be delivered to all Members of the Association on Dec. 9, 2021.

