

**THIRD AMENDMENT TO  
SECOND AMENDED AND RESTATED BYLAWS  
OF  
THE CANYONS RESORT VILLAGE ASSOCIATION, INC.**  
a Utah nonprofit corporation

Pursuant to a resolution approved by the written consent of at least six (6) of the Trustees of the Board of Trustees of The Canyons Resort Village Association, Inc. (the “**Association**”), the following amendment to the Second Amended and Restated Bylaws of the Association (the “**Bylaws**”) was duly adopted as of April 6, 2024:

Section 4.8 of the Bylaws is hereby deleted in its entirety and the following substituted therefor:

4.8     Notice to Members.

(a)     Timing of Notice. The Board of Trustees shall cause written or printed or electronic notice of all meetings of the Members or other notices as required by the Management Agreement or these Bylaws (each a “**Notice**”) to be given to each Member entitled to vote or grant consent or approval (which in the case of each Member who is subject to a Sub-Association as defined in Section 4.3(c)(1) shall instead be given to the Sub-Association) in any one of the following ways:

(i)     Mailing. By mailing such Notice to each Member at its last known address (which shall instead be given to the Sub-Association for each Member who is subject to a Sub-Association) (i) in the case of an annual meeting of the Members, no less than 30 days and no more than 60 days prior to the meeting, (ii) in the case of any special meeting of the Members, no less than 30 days and no more than 60 days prior to the meeting, (iii) for any action without meeting under Section 16-6a-707 of the Act, at least 10 days prior to the consummation of the transaction and (iv) for any action by ballot under Section 16-6a-709 of the Act, at least 15 days from which notice is mailed by first-class or registered mail or 30 days from which notice is mailed by other means.

(ii)    Publishing. By publishing such Notice in a newspaper of general circulation in Summit County on three separate occasions, (i) in the case of an annual meeting of the Members, with the first of the publications no more than 60 days before the meeting date and the last of the publications no fewer than 10 days before the meeting date, and (ii) in the case of any special meeting of the Members, with the first of the publications no more than 60 days before the meeting date and the last of the publications no fewer than 10 days before the meeting

(iii)   Electronic Means. By electronic means, including text message, email, or publication on the Association’s website (provided that a Member may, by written demand, require notice by mail so long as the Member provides the mailing address and is responsible for keeping the address current) or as otherwise permitted under Section 57-8a-214 of the Act.

(iv)    Other Fair and Reasonable Methods. By delivering such Notice in any other manner determined by the Board of Trustees in its discretion to be fair and reasonable under the circumstances.

(b) Content of Notice. Each Notice will state the date, time, place and purpose of the meeting or matter to which it applies. In addition, each Notice relating to an annual meeting of the Members will state the following: (i) the number of positions on the Board of Trustees up for election by the Class B Members at such meeting; (ii) a preliminary slate of candidates to fill the positions up for election at such meeting (the “**Preliminary Slate**”), which shall be nominated by the Trustees then in office who were elected Trustees by the Class B Members; (iii) a solicitation of additional nominees from each Sub-Association; and (D) a deadline by which each Sub-Association must deliver to the Association a written list of candidates to be added to the Preliminary Slate.

(c) Sub-Association Responsibilities. Upon receipt by a Sub-Association of a Notice delivered by mailing or electronic means, the Sub-Association shall promptly disseminate such Notice to its members using any method for the giving of notices authorized by such Sub-Association’s governing documents.