

BY-LAWS

OF

ROUND HILL GENERAL IMPROVEMENT DISTRICT

ARTICLE I

TRUSTEES, POWERS AND MEETINGS

SECTION 1. The property, whether real or personal, and business of the District shall be managed by the Board of Trustees who shall be elected and otherwise chosen pursuant to, and shall exercise the powers granted by law, particularly Chapter 318.010, et. seq., as heretofore and hereafter amended. The Trustees shall have the power to perform any and all acts necessary and proper and convenient to accomplish the purposes of Nevada Revised Statutes 318.010, et. seq., inclusive, and any other powers applicable to General Improvement Districts under Chapter 318, Nevada Revised Statutes. The officers of the District shall be elected and appointed amongst the members of the Board of Trustees, as hereinafter provided.

SECTION 2. The Board of Trustees shall meet in regular session on the third Monday of each and every month, at the hour of 9:00 o'clock a.m., at the District's offices in the Round Hill Mall, Round Hill Village, Douglas County, Nevada, within the boundaries of said District. No notice to the Board shall be required in connection with such regular meetings.

SECTION 3. Special meetings of the Board may be called at any time by any officer or member of the Board, and notice of such special meetings shall be given to the Directors by letter, postcard, telephone or personal notice and at such time prior to the meeting as under the circumstances may be practical.

SECTION 4. A special meeting of the Board shall be held at such time as the notice thereof may specify, and for the objects and purposes as specifically set forth in such notice.

SECTION 5. Three members of the Board shall constitute a quorum at any meeting, whether regular or special in nature.

SECTION 6. So far as practical, Roberts' Rules of Order shall be followed at the meetings of the Board.

SECTION 7. Members of the Board may receive compensation for their services as Trustees pursuant to law, but no members of the Board shall be interested in any contract or transaction with the District, except in his official representative capacity as hereinabove stated, or as might otherwise qualify as an exemption or exception under Nevada law, presently enforced or as might be amended or changed in the future.

SECTION 8. Any vacancy on the Board shall be filled by the remaining members or member of the Board, the appointee to act until the next biennial election when the vacancy

shall be filled by election.

ARTICLE II.

OFFICERS

SECTION 1. The elective officers of the District shall include a President, Vice-President, Secretary and Treasurer. The Board shall elect one of its members as Chairman of the Board of Trustees and President of the District and another of its members as Vice-Chairman of the Board of Trustees and Vice-President of the District. The Secretary and Treasurer may be one person.

SECTION 2. The regular election of such officers shall be held biennially at the first meeting of the Board following the date the Trustees take office after the biennial election of Trustees. A special election to fill any vacancies in such offices may be held by the Trustees at a regular or special meeting. Any officer elected to fill a vacancy shall serve until the next election of officers.

SECTION 3. In the event of absence or inability of any officer to act, the Board may delegate the powers or duties of such officer to any other office or Trustee.

SECTION 4. All officers of the Board may receive salaries or other compensation if so ordered and fixed by the Board. The Board shall have the authority to fix salaries in advance or render the same retroactive as the Board may deem advisable.

ARTICLE III

SEAL, CLERICAL AND FINANCE

SECTION 1. The Board shall adopt a seal of the District to be used in all places and in such manner as seals generally are used by public and private corporations. The Secretary shall have custody of the seal and shall be responsible for its safekeeping and use.

SECTION 2. The Secretary shall keep a well-bound book for the record of all the proceedings of the Board, minutes of all meetings, certificates, contracts, resolutions and all Board acts, which shall be open to inspection to all owners of real property in the District as well as all other interested parties.

SECTION 3. The moneys of the District shall be deposited in the name of the District in such bank or banks or trust company or trust companies as the Board of Trustees shall designate and as shall be authorized by law, and may be drawn out only on checks signed in the name of the District by such person or persons as the Board by appropriate resolution shall direct.

SECTION 4. Each fiscal year shall commence on July 1st and end on June 30th of the succeeding year.

SECTION 5. The Secretary-Treasurer shall keep strict and accurate accounts of all the money received by and disbursed for and on behalf of the District in permanent records.

To this end, it shall be the Secretary-Treasurer's sole responsibility to maintain a close liason with the Douglas County Treasurer.

ARTICLE IV

SAVING CLAUSE

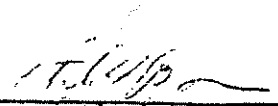
Should any provisions contained in these By-Laws, or any amendments hereafter, be found to be unlawful, irregular or contrary to public policy by any court tribunal, or any authority having jurisdiction in such matters, said decision or ruling shall in no way be construed so as to affect any of the remaining provisions of these By-Laws, or any amendments hereto.

ARTICLE V

AMENDMENTS

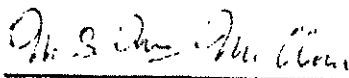
These By-Laws may be altered, amended or repealed at any regular meeting of the Board of Trustees or at any special meeting of the Board called for that purpose.

ADOPTED AND APPROVED this 18<sup>th</sup> day of May, 1970.

  
\_\_\_\_\_  
Chairman  
Board of Trustees

(SEAL)

ATTEST:

  
\_\_\_\_\_  
Secretary

AMENDMENT NO.1

BY-LAWS

OF

ROUND HILL GENERAL IMPROVEMENT DISTRICT

ARTICLE I

TRUSTEES, POWERS AND MEETINGS

ALTERATION

SECTION 2. The Board of Trustees shall meet in regular session on the third Monday of each and every month, at the hour of 7:30 o'clock P.M., at the District's offices at 343 Ute Way, Round Hill Village, Douglas County, Nevada, within the boundaries of said District or at such time or place as the Board otherwise designates. No notice to the Board shall be required in connection with such regular meetings.

AMENDED AND APPROVED this 21st day of October, 1974.

*W. B. Am. Am. Am.*

\_\_\_\_\_  
Chairman  
Board of Trustees

(SEAL)

ATTEST:

*Richard M. Dood*  
\_\_\_\_\_  
Acting Secretary

AMENDMENT NO.2

BY-LAWS

OF

ROUND HILL GENERAL IMPROVEMENT DISTRICT


ARTICLE 1

TRUSTEES, POWERS AND MEETINGS

ALTERATION

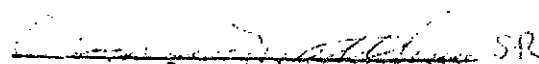
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AMENDED AND APPROVED this 18th day of December, 1979.

  
\_\_\_\_\_  
Chairman  
Board of Trustees

(SEAL)

ATTEST:

  
\_\_\_\_\_  
Secretary

AMENDMENT NO. 3

BY-LAWS

OF

ROUND HILL GENERAL IMPROVEMENT DISTRICT

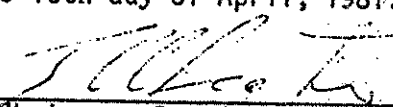
ARTICLE I

TRUSTEES, POWERS AND MEETING

ALTERATION

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AMENDED AND APPROVED this 16th day of April, 1981.

  
\_\_\_\_\_  
Chairman, Board of Trustees

(SEAL)

ATTEST:

  
\_\_\_\_\_  
Secretary

FOURTH AMENDMENT TO THE  
BYLAWS

OF

ROUND HILL GENERAL IMPROVEMENT DISTRICT

The undersigned, constituting all of the Board of Trustees of the ROUND HILL GENERAL IMPROVEMENT DISTRICT, a Nevada general improvement district ("RHGID"), hereby amend the BYLAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT.

WITNESSETH

WHEREAS the BYLAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT were adopted on May 18, 1970; and,

WHEREAS the AMENDMENT NO. 1 BY-LAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT was adopted on October 21, 1974; and,

WHEREAS the AMENDMENT NO. 2 BY-LAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT was adopted on December 18, 1979; and,

WHEREAS the AMENDMENT NO. 3 BY-LAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT was adopted on April 16, 1981; and,

WHEREAS this FOURTH AMENDMENT TO THE BYLAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT was assented to by a vote of at least a majority of the Board of Trustees of RHGID.

NOW THEREFORE, the FOURTH AMENDMENT TO THE BYLAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT, on the date hereunder given, are

hereby amended pursuant to the provisions of Article V, Amendments, of the BYLAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT as follows:

1. Article I, TRUSTEES, POWERS AND MEETINGS, Section 2, is hereby amended in its entirety to read as follows:

“SECTION 2. The Board of Trustees shall meet at least annually and may meet more often as determined by the Board, in its sole discretion, to be necessary to undertake the business of the District. The date, time and place, such place being located within the District, of the annual meeting and any other meetings shall be set by the Board and noticed in accordance with all applicable laws and regulations to the property owners within the District.”

IN WITNESS WHEREOF, on this 15<sup>th</sup> day of December, 2009 the undersigned, being the duly qualified and elected Board of Trustees of ROUND HILL GENERAL IMPROVEMENT DISTRICT, a general improvement district organized under the laws of the state of Nevada, hereby assent and adopt the foregoing FOURTH AMENDMENT TO THE BYLAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT and certify that the above amendment was approved by at least a majority of the Board of Trustees, that such action was taken in compliance with NRS Chapter 318, and that this instrument reflects the amendment so approved.

  
\_\_\_\_\_  
JOE FRANCOEUR

  
\_\_\_\_\_  
GLEN SMITH

  
\_\_\_\_\_  
WESLEY RICE

  
\_\_\_\_\_  
STEVE TESHARA

  
\_\_\_\_\_  
CHUCK FAGEN

STATE OF NEVADA            )  
  : ss.  
COUNTY OF DOUGLAS    )

On December 15, 2009, personally appeared before me, a notary public, JOE FRANCOEUR, personally known (or proved) to me to be the person whose name is subscribed to the foregoing FOURTH AMENDMENT TO THE BYLAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT, who acknowledged to me that he executed the foregoing document.



Patricia Acri  
NOTARY PUBLIC

STATE OF NEVADA            )  
  : ss.  
COUNTY OF DOUGLAS    )

On December 15, 2009, personally appeared before me, a notary public, GLEN SMITH, personally known (or proved) to me to be the person whose name is subscribed to the foregoing FOURTH AMENDMENT TO THE BYLAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT, who acknowledged to me that he executed the foregoing document.



Patricia Acri  
NOTARY PUBLIC

STATE OF NEVADA        )  
                                      : ss.  
COUNTY OF DOUGLAS    )

On December 15, 2009, personally appeared before me, a notary public, WESLEY RICE, personally known (or proved) to me to be the person whose name is subscribed to the foregoing FOURTH AMENDMENT TO THE BYLAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT, who acknowledged to me that he executed the foregoing document.



Patricia Aciri  
NOTARY PUBLIC

STATE OF NEVADA        )  
                                      : ss.  
COUNTY OF DOUGLAS    )

On December 15, 2009, personally appeared before me, a notary public, STEVE TESHARA, personally known (or proved) to me to be the person whose name is subscribed to the foregoing FOURTH AMENDMENT TO THE BYLAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT, who acknowledged to me that he executed the foregoing document.



Patricia Aciri  
NOTARY PUBLIC

STATE OF NEVADA            )  
  : ss.  
COUNTY OF DOUGLAS    )

On December 15, 2009, personally appeared before me, a notary public, CHUCK FAGEN, personally known (or proved) to me to be the person whose name is subscribed to the foregoing FOURTH AMENDMENT TO THE BYLAWS OF ROUND HILL GENERAL IMPROVEMENT DISTRICT, who acknowledged to me that he executed the foregoing document.



Patricia Acri  
NOTARY PUBLIC

(CORPORATE SEAL)