

**AMENDMENT
TO
BYLAWS
OF
FLAGSTAFF MASTER OWNERS ASSOCIATION, INC.**

The following amendment to the Bylaws of Flagstaff Master Owners Association, Inc., a Utah nonprofit corporation (the "Master Association") was duly adopted by the Members of the Master Association, in the manner required by Section 16-6a-1010 of the Utah Revised Nonprofit Corporation Act, Utah Code Ann. § 16-6a-101 et seq. ("Act"), at a duly called and convened meeting of the Members held on December 10, 2004 and, at such meeting, a sufficient number of votes were cast **FOR** the approval of the foregoing amendment to the Master Association's Bylaws to cause indisputably their approval by the Members, and the following amendment to the Bylaws of the Master Association was duly adopted by the Directors of the Master Association pursuant to a resolution by unanimous written consent of the Directors of the Master Association dated December 10, 2004.

NOW, THEREFORE the Bylaws of the Master Association are hereby amended as follows:

1. Section 1.1 of the Master Association's Bylaws is hereby deleted in its entirety and replaced with the following::


1.1 Name. The name of the corporation is Empire Pass Master Owners Association, Inc. ("Master Association").

2. All references in the Master Association's Bylaws to the word "Flagstaff" are hereby deleted and replaced with the words "Empire Pass."

3. United Park City Mines Company, a Delaware corporation, as the successor in interest to Blue Ledge Corporation, a Delaware corporation, as Declarant, and as agent for the Class B Membership, has consented to the foregoing amendment.

Executed this 10th day of December, 2004.

Flagstaff Master Owners Association, Inc.

By: 
Print Name: Mark R. Thorne
Title: ~~Was~~ President