

Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed and approved on the 19 day of Oct. 1998 in the office of this Division and hereby issue this Certificate thereof.

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Examiner C Davidson Date 10-19-98



LORENA R RIFFO
DIVISION DIRECTOR

ARTICLES OF INCORPORATION
OF

Utah Div. of Corp. & Comm. Code

MOUNTAIN RIDGE HOMEOWNERS ASSOCIATION, INC.
a Utah Nonprofit Corporation

The undersigned, for the purpose of forming a non-profit corporation under the Utah Nonprofit Corporation and Co-operative Association Act, hereby certifies as follows:

Article 1. Name. The name of the corporation is Mountain Ridge Homeowners Association, Inc. (the "Corporation").

Article 2. Duration. The period of duration of the Corporation is perpetual.

Article 3. Purpose. The purposes for which the Corporation is formed are as follows:

(a) To function as a homeowners association organization pertaining to the Mountain Ridge Subdivision (the "Subdivision"), whose plat map was first recorded on the ___ day of _____, 1998, as Entry No. _____ in the official records of the Weber County Recorder, and to enforce the Declaration of Covenants, Conditions and Restrictions of record pertaining to said Subdivision, including any amendments thereto; and

(b) To function as an organization described in Section 501(c)(3) and Section 170(b)(1) of the Internal Revenue Code of 1986, as amended.

Article 4. Limitations.

(a) No part of the net earnings of the Corporation shall inure to the benefit of any Trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for approved professional services actually rendered to or for the Corporation effecting one or more of its purposes) and no Trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation other than as a member of the Corporation.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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(c) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described by Section 501(c)(3) or Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding or similar provision of the federal revenue laws that may hereafter be enacted.

Article 5. Powers. The Corporation shall have the following powers in addition to any other powers granted by law, all of which powers shall be exercised solely as a means of accomplishing the foregoing purposes:

(a) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, real and personal, of whatever kind, nature, or description, or wherever situated.

(b) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, certificates of deposit, savings accounts or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(e) In general, and subject to such limitations and conditions as are or may be prescribed by law and these Articles, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the purposes of the Corporation, enumerated in Article 3, above, and as may be exercised by organizations of the types described by Section 501(c)(3) and Section 170(c)(2) of the Internal

Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Article 6. Type of Nonprofit Corporation. The Corporation shall not issue shares of stock but shall have members. The owners of each lot in the Subdivision shall be members of the Corporation, with voting rights of one vote for each lot, regardless of the number of owners thereof. Memberships in the Corporation will exist for each lot in the Subdivision, as plat maps including such lots are recorded. No membership shall exist for any lot in the Subdivision until a plat map including said Lot has been approved and recorded.

Article 7. Dissolution. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed on a pro rata basis to the members, with an equal portion distributed for each vote held by reason of ownership of a lot in the Subdivision.

Article 8. Indemnification of Trustees and Officers. The Corporation shall indemnify any Trustee of the Corporation, or any person who may have served at its request, against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which the Trustee is made a party by reason of being or having been such Trustee, and shall incur no personal liability or legal responsibility, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be intentional conduct. The Corporation shall also maintain such officer and director liability insurance, insuring the Trustees and officers of the Corporation, as shall be determined by the Board of Trustees.

Article 9. Trustees. The Subdivision shall consist of three separate phases, each phase of which shall have a representative member on the Board of Trustees. The number of Trustees constituting the initial Board of Trustees shall be three (3) unless and until changed by the Bylaws, and the names and street addresses of the persons who are to serve as the initial Trustees are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>PHASE</u>
Jack W. Mason	101 North Cascade Avenue, Suite 310 Colorado Springs, Colorado 80903	I
Ken Krivanek	6975 Union Park Center, Suite 120 Midvale, Utah 84047	II
Jim Morley	101 North Cascade Avenue, Suite 310 Colorado Springs, Colorado 80903	III

Trustees shall serve a one (1) year term or until their successors are duly chosen, or until their prior death, incapacity or resignation with the initial Trustees identified above to serve until the latter to occur of June 30, 1999, or until more than fifty percent (50%) of the lots in the phase of the Subdivision they represent have been sold to third parties.

Vacancies may be filled by appointment by the remaining Trustees, or, if none, by a majority vote of the members at a special election. Trustees may be removed and their successors chosen by a majority vote of the members at a special election.

At the signing of these Articles of Incorporation, the Subdivision is owned as follows:

(a) Phases I and III of the Subdivision are owned by Utah Land Holding Company, LLC, SWAT II, LLC, and ROCOLO II, LLC, which owners have appointed the initial Trustees as representatives of those phases in the Subdivision; and

(b) Phase II of the Subdivision is owned by Kaufman and Broad of Utah, Inc., which has appointed the initial Trustee identified above for said phase.

In the event the owners of any phase of the Subdivision sell any phase owned by them, these Articles of Incorporation shall be amended to identify the replacement member of the board of Trustees for said phase who is then appointed by the new owner of that phase of the Subdivision.

Article 10. Incorporator. The name and street address of the incorporator is as follows:

NAME

ADDRESS

Daniel W. Anderson

215 South State Street, Suite 1200
Salt Lake City, Utah 84111

Article 11. Principal Office; Registered Agent. The principal office of the Corporation is located at 101 North Cascade Avenue, Suite 310, Colorado Springs, Colorado 80903. The name and street address of the initial registered agent of the Corporation is as follows:

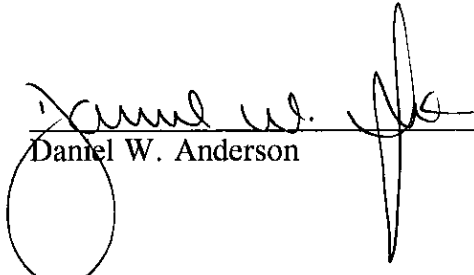
REGISTERED AGENT

ADDRESS

Ken Krivanek

6975 Union Park Avenue, Suite 120
Midvale, Utah 84047

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 26th day of May, 1998.


Daniel W. Anderson

The undersigned being the individual named in Article 11, above, as the initial registered agent of the Corporation, hereby consents to such appointment.

DATED this 11 day of ~~May~~, 1998.
June



Ken Krivanek
Registered Agent