

**ARTICLES OF INCORPORATION**  
**OF**  
**ROSEWOOD LANE TOWNHOUSE, INC.**

**A Utah Non-Profit Corporation**  
(Pursuant to the provisions of UCA § 16-6a-202)

I, the undersigned natural person, being of the age of eighteen years or more, acting as incorporator under the Utah Revised Non-Profit Corporation Act, adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I**  
**NAME**

The name of this Corporation is the Rosewood Lane Townhouse, Inc. ("Corporation").

**ARTICLE II**  
**DURATION**

The period of duration of this Corporation shall be perpetual.

**ARTICLE III**  
**PURPOSE**

1. The Corporation is organized and shall be operated as a nonprofit corporation for the purpose of maintaining and administering the Common Areas, if any, collecting and disbursing the assessments and charges provided for in the Declaration and Bylaws, otherwise administering, enforcing, and carrying out the terms, covenants, and restrictions of the Declaration, and generally providing for and promoting the health, safety, and welfare of the Owners.
2. No part of net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein.
3. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under 528(e) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).

**ARTICLE IV  
MEMBERS & VOTING**

The Corporation shall have Members. The nonprofit Corporation will not issue shares evidencing membership. The terms and conditions of membership will be set forth in the Declaration of the Corporation, with each Owner acquiring title to a lot becoming a Member of the Corporation. Members shall be entitled to vote per each Lot in which they retain ownership, as set forth in the Declaration.

**ARTICLE V  
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws (UCA § Section 16-6a-206).

**ARTICLE VI  
DIRECTORS**

The affairs of the Corporation shall be managed by Directors composed of five (5) individuals elected by a quorum of the Corporation more particularly set forth in the Bylaws. Each Director shall hold office until his/her successor has been duly elected and qualified.

**ARTICLE VII  
INCORPORATORS**

The name and address of the Incorporator are:

Michael B. Miller  
**VIAL FOTHERINGHAM LLP**  
602 East 300 South  
Salt Lake City, UT 84102

**ARTICLE VIII  
REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office shall be:

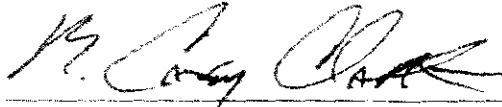
1920 West 5200 South #1  
Roy, UT 84067

Such office may be changed at any time by the Board of Directors without amendment to these Articles of Incorporation.

The Corporation's registered agent at such address shall be:

**ALLIANCE PROPERTY MANAGEMENT**  
M. Casey Clark

I hereby acknowledge and accept appointment as Corporation's registered agent.



Signature of  
M. Casey Clark

**ARTICLE IX**  
**DISTRIBUTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III herein. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 528(c) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code, as amended or supplemented.

**ARTICLE X**  
**MISCELLANEOUS**

1. Amendment. Any amendment of these Articles must be authorized and approved in the manner prescribed in the Declaration relating to amendments. Any amendment so authorized and approved shall be accomplished in conformity with the laws of the State of Utah.

2. Interpretation. The captions preceding the various portions of these Articles are for convenience and shall in no way affect the manner in which any provision hereof is construed. Whenever the context so requires, the singular shall include the plural, the plural shall include the singular, the whole shall include any part thereof, and any gender shall include both genders. The invalidity or unenforceability of any provision contained in these Articles shall not affect the validity or enforceability of the remainder hereof. These Articles have been prepared in conjunction with the Declaration and should be read in light of that fact and liberally so as to affect the purposes of both instruments. In

the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

In Witness Whereof, I, Michael B. Miller, have executed these Articles of Incorporation. That I am an incorporator herein, that I have read the above and foregoing Articles of Incorporation, know of the contents thereof, and that the same are true to the best of my knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters I believe to be true.

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Michael B. Miller, Incorporator