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DEC 09 2004

UT. DIV. of CORP. & COMM. CODE

ARTICLES OF INCORPORATION  
OF  
ANDERSON RANCH OWNERS ASSOCIATION  
A NON-PROFIT CORPORATION

The undersigned natural person over the age of eighteen (18) years, acting as the incorporator of a non-profit corporation under the Utah Revised Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation for said corporation:

CLS

ARTICLE I  
NAME

The name of the corporation hereby created shall be ANDERSON RANCH OWNERS ASSOCIATION

ARTICLE II  
DURATION

The corporation shall continue in existence perpetually unless dissolved according to law.

ARTICLE III  
PURPOSES

The purposes for which the corporation is organized are:

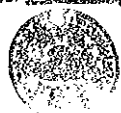
1. To engage in the business of property management and to act as an agent for its members in acquiring, holding, improving, and otherwise dealing with and in respect of real property and real property improvements;
2. To engage in such other business activities and pursuits as may be reasonably related to the foregoing;
3. To engage in any and all other lawful purposes, whether similar or dissimilar to the foregoing.

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certified that the foregoing has been filed  
And approved on this 9 day of December 2004  
In this office of this Division and hereby issued  
this Certificate thereof.  
Examiner [Signature] Date 12-15-04

Date: 12/09/2004  
Receipt Number: 1317776  
Amount Paid: \$22.00

4847-4190-0032.AN1523.001

5789172



[Signature]  
Kathy Berg  
Division Director

12-09-04P03:54 RCVD

**ARTICLE IV**  
**MEMBERSHIP**

The corporation shall have members consisting of persons owning one (1) or more of the subdivision lots (hereinafter designated as the "Lots") contained within the Anderson Ranch Subdivision Project (hereinafter designated as the "Project") situated in Tooele County, State of Utah. Each Lot shall consist of one (1) residential unit more fully specified on the official subdivision plat, in the Declaration of Covenants, Conditions and Restrictions of Anderson Ranch Subdivision (the "Declaration"), and in the Bylaws of the corporation. There shall be one (1) membership in the corporation appurtenant to each of the Lots. No person who has conveyed or otherwise disposed of that person's ownership interest in a Lot shall thereafter be entitled to hold or to retain the membership in the corporation which is appurtenant to that Lot. The conveyance or other disposition by a person entitled to membership in the corporation of all such person's ownership in a Lot shall be deemed to constitute, and may be treated by the corporation as, a transfer and conveyance of such membership to such person who is the successor-in-interest in ownership of the Lot; and the corporation shall be entitled to change its records to reflect the new ownership of that membership interest. Upon dissolution of the corporation, the rights of the members in the assets of the corporation and any distributions by the corporation shall be in the proportions in which the common areas of the Project are owned by the members.

The Corporation shall have two (2) classes of voting membership:

CLASS A. Class A Members shall be all Owners of Lots within the Subdivision, with the exception of the Declarant (as named and specified within the Declaration), and shall be entitled to one (1) vote for each Lot owned.

CLASS B. Class B Members shall be the Declarant (as named and specified within the Declaration) and its successors in title to Lots is held by such successor in an unimproved condition (i.e., without a residential dwelling thereon) for resale to a builder or other person for the purpose of constructing thereon a residential dwelling, and to which successor the Declarant has specifically granted such Class B voting rights in writing; provided, that if such voting rights

are not so granted, such successor shall be entitled to the voting rights of a Class A Member with respect to each Lot owned. The Declarant is entitled to five (5) votes for each Lot owned by the Declarant. The Class B membership shall cease and be converted to Class A membership when (i) the total votes outstanding in the Class A membership exceeds the total votes outstanding in the Class B membership, or (ii) January 1, 2017, whichever shall first occur.

In addition to individual Lots owned by the Declarant, the Declarant shall be granted the equivalent Class B voting rights of two (2) Lots per acre for all Property yet undeveloped (and Declarant-owned) in the Project.

**ARTICLE VI**  
**EVIDENCE OF MEMBERSHIP**

Membership in the corporation shall be evidenced and shown on the records of the corporation and shall be appurtenant to the respective Lots. The voting rights of the members shall be the proportions in which the common areas of the Project are owned by the respective Lots. If a particular Lot is owned by more than one (1) person, the membership with relation to such Lot shall be in the names of all persons having ownership interest therein, but shall not have more than one (1) vote.

**ARTICLE VI**  
**DIRECTORS**

The corporation shall have a Board of Directors which shall consist of a minimum of three (3) Directors and a maximum of nine (9) Directors. The initial Board of Directors shall consist of seven (7) Directors. At the first annual meeting, the members shall elect three (3) Directors to serve for a term of one (1) year each and four (4) Directors to serve a term of two (2) years each. At each annual meeting thereafter the Director or Directors to be elected shall be for a term of two (2) years each. If the majority of the members decides to increase the number of

Directors from time to time, the members shall have the right to fill vacancies occasioned by such increase, and such newly elected Directors shall serve terms of two (2) years each and until their successors are duly elected and qualified. Only one owner of record of a Lot may serve at any one time as a Director.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator of the corporation is:

NAME:

WES HAAS

ADDRESS:

845 East Saddle Road  
Grantsville, UT 84404

**ARTICLE VIII**  
**INITIAL PRINCIPAL OFFICE**

The location and street address of the initial principal office of the corporation, and the name of the registered agent at that address, is:

NAME:

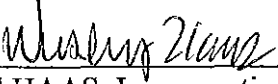
WES HAAS

ADDRESS:

845 East Saddle Road  
Grantsville, UT 84404

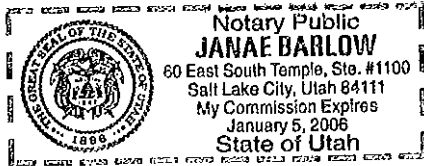
which office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation.

DATED this 8 day of December, 2004.

  
\_\_\_\_\_  
WES HAAS, Incorporation and Registered Agent

STATE OF UTAH )  
 )  
 ) :SS  
COUNTY OF Salt Lake )

On the 8 day of December, 2004, personally appeared before me Wes Haas, being first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation as Incorporator and that the statements contained therein are true.



  
NOTARY PUBLIC