

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 21st day of Aug 2006
In the office of this Division and hereby issue
this Certificate thereof.

Examiner fg Date 8/22/06



Kathy Berg
Kathy Berg
Division Director

ARTICLES OF INCORPORATION
FOR

HIDEAWAY VALLEY PROPERTY OWNERS ASSOCIATION, INC.

WE, THE UNDERSIGNED NATURAL PERSONS, all being of the age of eighteen years or more, acting as incorporators under the Utah Non-Profit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation:

Name. The name of the Corporation is HIDEAWAY VALLEY PROPERTY OWNERS ASSOCIATION, INC. (herein referred to as the "Corporation").

Duration. The duration of the Corporation shall be perpetual, unless dissolved by the action of the Corporation or by operation of law.

Purposes. The purposes of the Corporation are to function in behalf of and part of the members of the HIDEAWAY VALLEY PROPERTY OWNERS ASSOCIATION, and through all additional Phases that may be made subject hereto, located in Sanpete County, Utah, and to enforce the Covenants, Conditions and Restrictions as set forth in the Declaration of Covenants, Conditions and Restrictions pertaining to each such phase and to provide the other services and perform all of the other functions set forth in the Declarations of Covenants, Conditions and Restrictions and as may become desirable or necessary for the benefit of the members. The Corporation shall have all powers, rights, and privileges available to corporations under the laws of the State of Utah.

Membership/Stock. The owners of the Corporation shall be the owners of Lots in all of HIDEAWAY VALLEY, and through all additional Phases that may be made subject hereto, located in Sanpete County, Utah. Membership is appurtenant to the Lot, and shall pass automatically to the owner of that Lot upon conveyance of title. There shall not be issued more than 100 shares in the Corporation. The Lot Owners shall have an interest in the Corporation as described below:

The Association shall have one (1) class of membership--Class A, described more particularly as follows:

1. **Class A.** Class A Members shall be all Owners. Class A Members shall be entitled to vote on all issues before the Association, subject to the following:
 - a. **Voting.** Each Lot Owner shall have right of one vote, pursuant to Section 2.5-Voting Requirements of the Hideaway Valley Property Owners Association By-Laws, as recorded at the Sanpete County Recorder's Office (the "By-Laws," Exhibit "B" attached).

Date: 08/15/2006
Receipt Number: 1860555
Amount Paid: \$22.00

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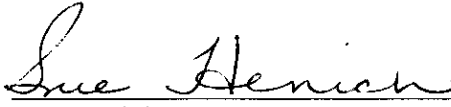
- b. **Subject to Assessment.** No vote shall be cast or counted for any Lot not subject to assessment;
 - c. **Multiple Owners.** When more than one (1) person or entity holds such interest in a Lot, the vote for such Lot shall be exercised as those persons or entities themselves determine and advise the Secretary of the Association prior to any meeting. In the absence of such advise, the vote of the Lot shall be suspended in the event more than one (1) person or entity seeks to exercise it.
 - d. **Shares.** The Corporation shall not issue shares of stock as evidence of membership.
- 2. Class A shares shall have unlimited voting rights.
 - 3. The owners of Class A shares shall be entitled to receive the net assets of the Corporation upon dissolution.

Registered Agent. The registered agent for the Corporation is:

Sue Henich
HC 13 Box 300-~~60~~^{51 SH}
Fairview, UT 84629

Acceptance of Appointment

I, Sue Henich, hereby accept the appointment as the registered agent for HIDEAWAY VALLEY PROPERTY OWNERS ASSOCIATION, Inc.


Sue Henich

Bylaws. Bylaws have been adopted in accordance with the Declaration. The Corporation hereby adopts the bylaws attached to the Declaration as Exhibit "B." Hereafter, bylaws may be adopted, amended, or replaced by the vote of Members.

Address of Corporation's Registered Office. The principal place of business of the Corporation, and its initial offices are located at HC13 Box 300-1, Fairview, Utah 84629. The Corporation may establish such other offices and locations as it deems appropriate for the operation of its business.

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 as set forth above. 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 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

Board of Directors. There will initially be three Directors of the Corporation, provided, however, the Board of Directors may consist of a minimum of three Directors up to a maximum of seven Directors as determined by the members in a duly called meeting. The initial Board of Directors, who will serve until the election of officers and Directors at the first annual member's meeting, are:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Sue Henich | HC 13 Box 300- 56 ^{51 SH} Fairview, UT 84629 |
| Bill Boggs | HC 13 Box 4103 Fairview, UT 84629 |
| Phillip Alexander | HC 13 Box 300-56 Fairview, UT 84629 |

The Directors will elect one of them to act as Chairman until the first annual member's meeting.

Officers. The initial officers of the corporation are:

| | |
|----------------|-------------------|
| President | Sue Henich |
| Vice President | Phillip Alexander |
| Treasurer | Bill Boggs |

Annual Meeting. Pursuant to Section 2.1 of Hideaway Valley Property Owners Association By-Laws, the annual meeting of the members shall be held in April of each year, to run consistent with the Association's fiscal year, at such place as shall be stated in the notice of meeting or in a duly executed waiver of notice; provided however, that whenever such a date falls upon a legal holiday, the meeting shall be held on the next succeeding business day and further provided that the Board of Trustees may by resolution, fix the date of the annual meeting at such other date as the Board may deem appropriate. At such meeting, the current members shall elect trustees for one two (2) year term to serve until their successors shall be elected and shall qualify. Only current

