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Executive Director
Department of Commerce

Jon M. Huntsman, Jr.
Governor
State of Utah

Kathy Berg
Director
Division of Corporations
& Commercial Code

GARY H WEIGHT
UPPER WHITTEMORE PROPERTY OWNERS ASSOCIATION
290 W CENTER
PROVO UT 84601



State of Utah
Department of Commerce
Division of Corporations & Commercial Code

CERTIFICATE OF REGISTRATION

CORPORATION - DOMESTIC - NON-PROFIT

This certifies that **UPPER WHITTEMORE PROPERTY OWNERS ASSOCIATION** has been filed and approved on **8/16/2005** and has been issued the registration number **5985012-0140** in the office of the Division and hereby issues this Certification thereof.

A handwritten signature in cursive script that reads "Kathy Berg".

KATHY BERG
Division Director

ARTICLES OF INCORPORATION

OF

UPPER WHITTEMORE PROPERTY OWNERS ASSOCIATION

1. Name. The name of the Corporation is UPPER WHITTEMORE PROPERTY OWNERS ASSOCIATION.

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

3. Purposes and Powers. The purposes for which the corporation is formed is to engage in any lawful act for which a nonprofit corporation may be organized under Title 16 Chapter 6A, the Utah Revised Nonprofit Corporation Act and in particular:

a. To promote the health, safety, convenience and general welfare of the landowners within the Upper Whittemore Canyon, Utah County, Utah, and such additions thereto as may hereafter be lawfully brought within the jurisdiction of this corporation, hereinafter referred to as "the properties."

b. To promote the orderly growth and development, and to provide for the health, safety and general welfare of the land owners of the Upper Whittemore Canyon, consisting of approximately 800 acres situated in Section 4 and Section 5 of Township 7 South, Range 4 East, and in Section 32 of Township 6 South Range 4 East, Salt Lake Base and Meridian.

c. To own, acquire, build operate and maintain roads, water and sewer facilities, power, communications, common recreation areas and playgrounds, including buildings, structures, and personal properties incident thereto.

3. Membership. The corporation shall have members. Every person, entity or his or its successor, who purchases a lot in the Upper Whittemore Canyon development shall be a member of the association. Persons or other entities holding any interest in any lot(s) as mortgagees or beneficiaries of a deed of trust or other security interest for the faithful performance of debts or other obligations shall not become members of the association.

4. No Stock. The corporation shall not issue shares of stock.

5. Voting Members. The corporation shall have voting members. Membership certificates shall be delivered to the fee title owner(s) of the lot and shall entitle the holder thereof to one vote for each lot held.

6. Principal Office. The Principal office of the association shall be located at 1317

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Utah State Tax Commission
150 East Center
Provo, Utah 84606

North 1500 East Provo, Utah 84604. Said principal office may be changed from time to time by resolution of the Board of Directors.

7. Agent for Service of Process. The name in this State of the Corporation's initial agent for service of process is Gary H. Weight, whose address is 290 West Center, Provo, Utah 84601.

8. Assessments. The board of directors shall have the power to assess members of the association to cover the cost of operation of the association and the installation of any improvements, filings on water, proceedings in court or before zoning or other administrative agencies, legal fees, and for the acquisition of any land, buildings, personal or real property that the members in aggregate by a majority as hereinafter set forth shall determine is in the full and best interest of the association and its members. Assessments will be levied on the property on a per lot basis.

It is hereby further declared that the assessments herein provided for, together with interest thereon, and any reasonable costs of collection thereof, shall be a charge on the land and shall be a continuing lien upon the property against which each assessment is made and each such assessment, together with such interest thereon, and reasonable costs of collection, shall also be the personal obligation of the person or entity who was a member or owner of such property at the time when the assessment fell due.

9. Directors. The number of directors constituting the initial governing board shall be three (3), which number may be changed from time to time to any number not less than three (3) by resolution of the board directors. The names and addresses of those persons who are to serve as the initial directors of the association are as follows:

<u>Name</u>	<u>Address</u>
ROYAL CHAMBERLAIN	1317 North 1500 East, Provo, Utah 84604
SHAUNA WOODS	11400 North 6033 West, Highland, Utah 84003
GARY H. WEIGHT	290 West Center, Provo, Utah 84601

10. Cumulative Voting. Commencing April 2005, three (3) directors shall be elected to office for one year terms at the regular meeting to be held on the first Thursday in April of each year, with each landowner having right to cast one voter for each lot owned for each directors to be elected. In the event that any director is unable or unwilling to serve for the balance of his term, a replacement director may be elected by the unanimous affirmative vote of all the remaining directors, and if such unanimous affirmative vote is not possible, by a special election to be called by the directors at a regular or special meeting

at the discretion of the remaining directors

11. Regular Meetings. Regular Meetings shall be held on the First Thursday of each succeeding year to which meeting a 14-day notice shall be mailed to each of the members at the address on file in the office of the association which notice shall contain an agenda of the questions to be voted upon during the ensuing association meeting. Special meetings may be called by notice of the directors at least 30 days prior to the date of the meeting with a second notice containing the agenda of the special meeting to be mailed out 14 days prior to the actual date of the meeting. The time and place of each meeting are to be determined by the directors and to be noted on the notice duly given.


12. Conduct of Association Meetings. Roberts Rules of Parliamentary Procedure shall be followed during the conduct of all association meetings, with the Chairman of the Board of Directors acting as the Chairman of the meeting. All matters on the agenda shall be considered in the order of publication and all votes taken thereon shall be determined by the two thirds majority vote of the members present or represented by duly-executed proxies for absentee members. All notices of meetings shall contain a proxy statement form with a means of expressing preference for all questions set forth on the agenda.

13. By-Laws. The Board of Directors may adopt and may from time to time amend bylaws consistent with the laws of the State of Utah or these Articles of Incorporation.

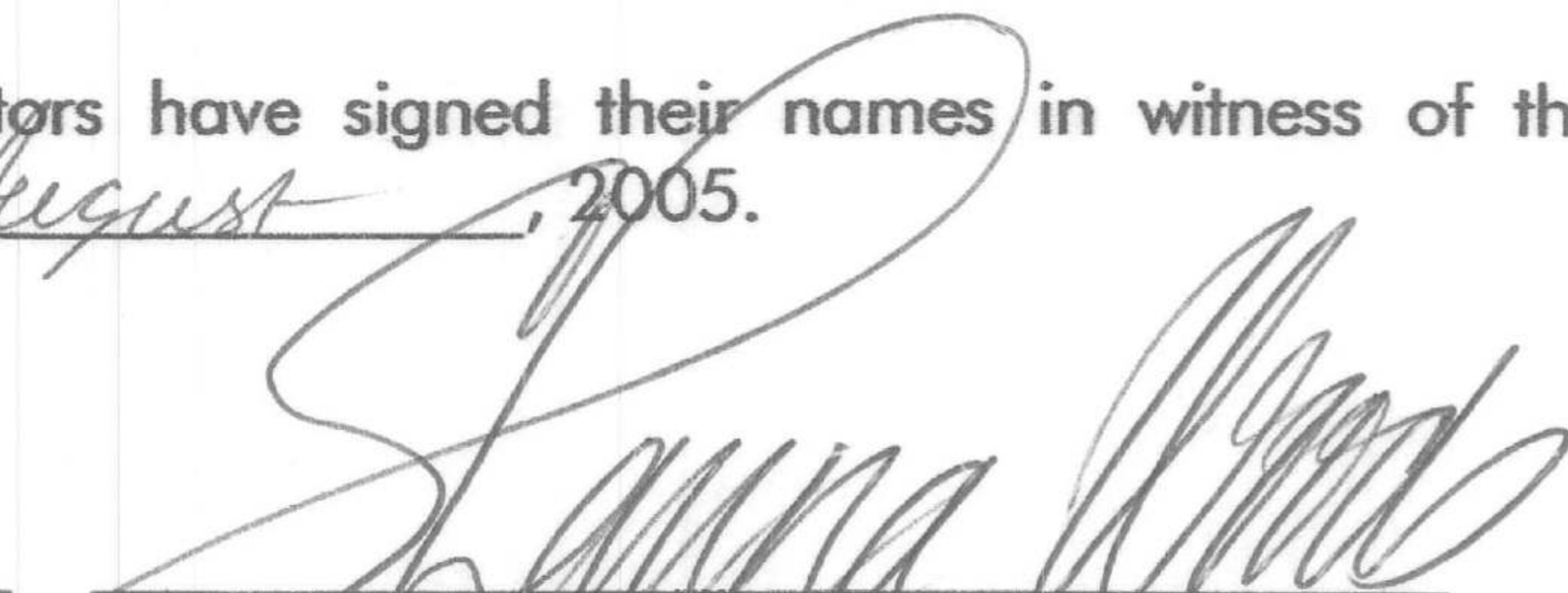
14. Incorporators and Initial Directors. The incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
ROYAL CHAMBERLAIN	1317 North 1500 East, Provo, Utah 84604
SHAUNA WOODS	11400 North 6033 West, Highland, Utah 84003
GARY H. WEIGHT	290 West Center, Provo, Utah 84601

The incorporators and directors have signed their names in witness of this agreement this 16 day of August, 2005.



Royal Chamberlain, Incorporator
and Director



Shauna Woods, Incorporator and Director

Gary H. Weight
Gary H. Weight, Incorporator and
Director

I, Gary H. Weight, hereby acknowledge my consent to appointment as initial agent for service of process.

Dated: 8/16. 2005.

Gary H. Weight
Gary H. Weight, Initial Agent