

000037

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

I hereby certify that the foregoing has been filed and approved on the 20 day of October 1999 in the office of this Division and hereby issue this Certificate thereon.

Number _____ Serial # 000037



[Handwritten signature]
Secretary

ARTICLES OF INCORPORATION
OF
THE HOMES AT DEER MOUNTAIN
HOMEOWNERS ASSOCIATION, INC.

(A Utah Nonprofit Corporation)

The undersigned natural persons over the age of twenty one (21) years, acting as incorporators of a nonprofit corporation (the "Corporation") pursuant to the Utah Nonprofit Corporation and Cooperative Association Act (Utah Code Annotated Section 16-6-18 et seq.), (the "Act") hereby adopt the following Articles of Incorporation for such nonprofit corporation.

ARTICLE I
NAME

The name of the nonprofit Corporation is **THE HOMES AT DEER MOUNTAIN HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association".

ARTICLE II
LOCATION

The place in the State of Utah where the principal office of the Corporation is to be located is 132 South 600 East, Salt Lake City, UT 84102.



ARTICLE III
DURATION

The Association shall exist perpetually or until dissolved, pursuant to law.

ARTICLE IV
PURPOSES AND POWERS

The Association is organized as a nonprofit corporation and shall be operated exclusively for the purpose of maintaining, operating and governing The Homes at Deer Mountain a Planned Unit Development project (the "Project") located in the County of Wasatch, State of Utah. The Project has been created on or about the date of filing of these Articles of Incorporation by recording an instrument entitled Declaration of Covenants, Conditions and Restrictions of The Homes at Deer Mountain ("Declaration") in the office of the Recorder of Wasatch County, State of Utah.

Deer Mountain HOA Articles

RECEIVED

NOV 08 1999

Utah Div. of Corp. & Comm. Code

11-08-99P03:28 RCVD

9312

ARTICLE V
MEMBERSHIP AND STOCK

Each Owner of a Unit in the Project shall be a Member of the Association. The rights and duties appertaining to membership in the Association shall be governed by the Declaration.

Neither the issuance nor the holding of shares of stock shall be necessary to evidence membership in the Association. Membership in the Association shall be mandatory, and not optional, and shall be appurtenant to and may not be separated from the ownership of any Unit in the Project. No persons or entity other than any Owner of a Unit may be a Member of the Association. Membership in the Association shall begin immediately and automatically upon becoming an Owner of a Unit and shall cease immediately and automatically upon ceasing to be an Owner of such a Unit. Members of the Association shall be subject to the Declaration.

ARTICLE VI
BOARD OF TRUSTEES

The affairs of the Association shall be managed by a Board of Trustees, who need not be members of the Association. The names and addresses of the persons who are to act in the capacity of trustees until the selection of their successors are:

Peter S. Cooke
132 South 600 East
Salt Lake City, UT 84102

Mark B. Cohen

Salt Lake City, UT 84102

Paul Taggart
1425 North White Pine Canyon Road
Park City, UT 84060

The number of trustees may be changed by amendment of the Bylaws of the Association. The number may be increased or decreased by majority vote of the Members entitled to vote at a meeting, but shall never be more than seven (7) nor less than three (3).

ARTICLE VII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by no less than sixty seven percent (67%) of the votes of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The initial registered office of the Association is 132 South 600 East, Salt Lake City, UT 84102, and the name of the initial registered agent at such address is Mark B. Cohen.

ARTICLE IX
INCORPORATORS

The names and addresses of the incorporators of the Association are as follows:

Peter S. Cooke
132 South 600 East
Salt Lake City, UT 84102

Mark B. Cohen
132 South 600 East
Salt Lake City, UT 84102

ARTICLE X
BYLAWS

The Board of Trustees shall adopt Bylaws which are not inconsistent with law, the Declaration or these Articles for the regulation and management of the affairs of the Association.

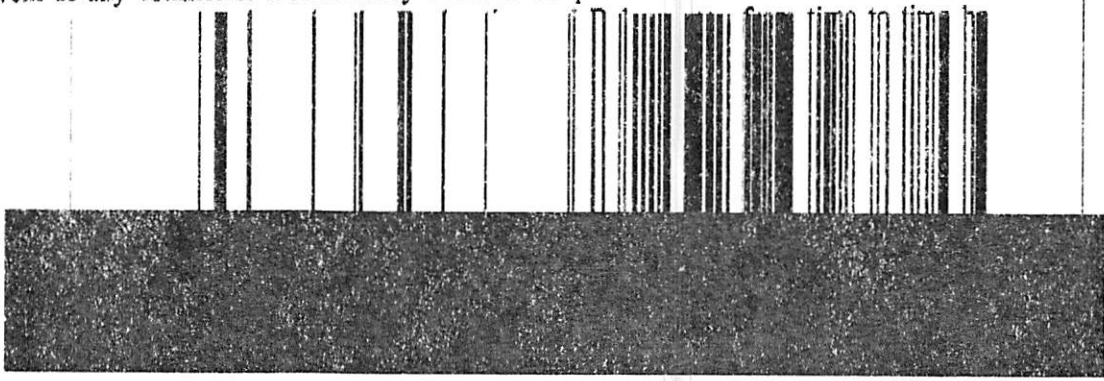
ARTICLE XI
AMENDMENTS

These Articles may be amended by the affirmative vote of sixty seven percent (67%) of the votes of the Members of the Association cast at a duly called meeting of the Members.

Anything in these Articles to the contrary notwithstanding, the Board of Trustees shall have the right to amend all or any part of the Articles to such an extent and with such language as may be requested by the Federal Housing Administration, the Veterans Administration, the Federal Home Loan Mortgage Corporation or the Federal National Mortgage Corporation and to further amend these Articles to the extent required or requested by any other federal, state or local governmental agency which requests such an amendment as a condition precedent to such agency's approval of the Articles or by any federally chartered lending institution as a condition precedent to lending funds upon the security of any Unit(s) or any portions thereof. In the event of such an amendment, articles of amendment shall be executed, filed and published as provided under Utah law.

ARTICLE XII
CONFLICT WITH DECLARATION

In the event of any conflict or inconsistency between the provisions of these Articles and the



C#207371

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

I hereby certify that the foregoing has been filed
and approved on the 21 day of October 1999
in the office of this Division and hereby issue
this Certificate thereof.

Examiner _____ Date 10/21/99



[Handwritten signature]
LORNA L. HARRIS
Division Director

**ARTICLES OF INCORPORATION
OF
THE HOMES AT DEER MOUNTAIN
HOMEOWNERS ASSOCIATION, INC.**

(A Utah Nonprofit Corporation)

The undersigned natural persons over the age of twenty one (21) years, acting as incorporators of a nonprofit corporation (the "Corporation") pursuant to the Utah Nonprofit Corporation and Cooperative Association Act (Utah Code Annotated Section 16-6-18 et seq.), (the "Act") hereby adopt the following Articles of Incorporation for such nonprofit corporation.

**ARTICLE I
NAME**

The name of the nonprofit Corporation is **THE HOMES AT DEER MOUNTAIN HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association".

**ARTICLE II
LOCATION**

The place in the State of Utah where the principal office of the Corporation is to be located is 132 South 600 East, Salt Lake City, UT 84102.



**ARTICLE III
DURATION**

The Association shall exist perpetually or until dissolved, pursuant to law.

**ARTICLE IV
PURPOSES AND POWERS**

The Association is organized as a nonprofit corporation and shall be operated exclusively for the purpose of maintaining, operating and governing The Homes at Deer Mountain a Planned Unit Development project (the "Project") located in the County of Wasatch, State of Utah. The Project has been created on or about the date of filing of these Articles of Incorporation by recording an instrument entitled Declaration of Covenants, Conditions and Restrictions of The Homes at Deer Mountain ("Declaration") in the office of the Recorder of Wasatch County, State of Utah.

**RECEIVED
NOV 08 1999**

11-08-99P03:28 RCVD

931211044

ARTICLE V
MEMBERSHIP AND STOCK

Each Owner of a Unit in the Project shall be a Member of the Association. The rights and duties appertaining to membership in the Association shall be governed by the Declaration.

Neither the issuance nor the holding of shares of stock shall be necessary to evidence membership in the Association. Membership in the Association shall be mandatory, and not optional, and shall be appurtenant to and may not be separated from the ownership of any Unit in the Project. No persons or entity other than any Owner of a Unit may be a Member of the Association. Membership in the Association shall begin immediately and automatically upon becoming an Owner of a Unit and shall cease immediately and automatically upon ceasing to be an Owner of such a Unit. Members of the Association shall be subject to the Declaration.

ARTICLE VI
BOARD OF TRUSTEES

The affairs of the Association shall be managed by a Board of Trustees, who need not be members of the Association. The names and addresses of the persons who are to act in the capacity of trustees until the selection of their successors are:

Peter S. Cooke
132 South 600 East
Salt Lake City, UT 84102

Mark B. Cohen
132 South 600 East
Salt Lake City, UT 84102

Paul Taggart
3425 North White Pine Canyon Road
Park City, UT 84060

The number of trustees may be changed by amendment of the Bylaws of the Association. The number may be increased or decreased by majority vote of the Members entitled to vote at a meeting, but shall never be more than seven (7) nor less than three (3).

**ARTICLE VII
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by no less than sixty seven percent (67%) of the votes of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

The initial registered office of the Association is 132 South 600 East, Salt lake City, UT 84102, and the name of the initial registered agent at such address is Mark B. Cohen.

**ARTICLE IX
INCORPORATORS**

The names and addresses of the incorporators of the Association are as follows:

Peter S. Cooke
132 South 600 East
Salt Lake City, UT 84102

Mark B. Cohen
132 South 600 East
Salt Lake City, UT 84102

**ARTICLE X
BYLAWS**

The Board of Trustees shall adopt Bylaws which are not inconsistent with law, the Declaration or these Articles for the regulation and management of the affairs of the Association.

**ARTICLE XI
AMENDMENTS**

These Articles may be amended by the affirmative vote of sixty seven percent (67%) of the votes of the Members of the Association cast at a duly called meeting of the Members.

Anything in these Articles to the contrary notwithstanding, the Board of Trustees shall have the right to amend all or any part of the Articles to such an extent and with such language as may be requested by the Federal Housing Administration, the Veterans Administration, the Federal Home Loan Mortgage Corporation or the Federal National Mortgage Corporation and to further amend these Articles to the extent required or requested by any other federal, state or local governmental agency which requests such an amendment as a condition precedent to such agency's approval of the Articles or by any federally chartered lending institution as a condition precedent to lending funds upon the security of any Unit(s) or any portions thereof. In the event of such an amendment, articles of amendment shall be executed, filed and published as provided under Utah law.

ARTICLE XII
CONFLICT WITH DECLARATION

In the event of any conflict or inconsistency between the provisions of these Articles and the provisions of the Declaration and Bylaws (as the Declaration and Bylaws may from time to time be amended), the provisions of the Declaration and Bylaws shall control.

DATED this 29th day of October, 1999.



Peter S. Cooke, Incorporator



Mark B. Cohen, Incorporator