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**ARTICLES OF INCORPORATION
OF
BIG POLE ESTATES HOMEOWNERS ASSOCIATION**

WASATCH CO RECORDER-ELIZABETH M PARCEL
1996 JUL 29 16:42 PM FEE \$71.00 BY
REQUEST: FOUNDERS TITLE COMPANY

In compliance with the requirements of Utah Code annotated 1972, the undersigned, all of whom are residents of Wasatch County and all of who are of legal age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is the Big Pole Estates Homeowners Association, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 1245 Brickyard Road #650, Salt Lake City, Utah 84106.

ARTICLE III

James Stith, Esq., whose address is 1245 Brickyard Road #650, Salt Lake City, Utah 84106 is hereby appointed the initial agent of this Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate financial gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

LEGAL DESCRIPTION

Parcel 1:
BEGINNING at a point 52.69 chains West along the Section line from the Northeast Corner of Section 5, Township 4 South, Range 6 East, Salt Lake Base and Meridian; thence West 19.722 chains, thence South 60.625 chains, thence East 19.722 chains, thence North 60.625 chains to the point of BEGINNING.

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EXCEPTING THEREFROM any portions lying within the South one-half of the South one-half of said Section 5.

Parcel 2:
All of Lots 3, 4, 5, and the Southeast Quarter of the Northwest Quarter of Section 6, Township 4 South, Range 6 East of the Salt Lake Base Meridian; lying South of the Center line of Big Pole Creek.

Parcel 3:
BEGINNING at the Southwest Corner of Section 32, Township 3 South, Range 6 East of the Salt Lake Base and Meridian; thence North along the Section line 22.28 chains, thence East 39.99 chains, more or less to the center of section line; thence South 00 02' 42" East 21.39 chains along said center of Section line to the South line of said Section 32; thence West 40.01 chains along the Section line to the point of BEGINNING.

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Parcel 4:
The East half of Section 31, Township 3 South, Range 6 East of the Salt Lake Base and Meridian, lying South of the Center line of the Big Pole Creek.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, and Management Policies, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Wasatch County Recorder and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate or transfer all or any part of the Common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Utah by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

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VOTING RIGHTS

The Association shall have two classes of voting memberships:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds and interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 2005.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who must be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Names	Address
1. James Stith, Esq.	1245 Brickyard Road #650, Salt Lake City, Ut. 84106
2. John W. Walden	841 Park Ave Park City, Utah 84060
3. Robert B. Lynds	502 East New Haven Ave Melbourne, Florida 32901

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years, and at each annual meeting thereafter the members shall elect one director for a term of three years.

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ARTICLE VIII

DISSOLUTION AND DISCLAIMER OF COUNTY LIABILITY

The Association may be dissolved in accordance with applicable law or with the assent given in writing and signed by all of the members of each class. Wasatch County shall in no wise become obligated in any manner whatsoever for the debts or financial obligations of the developer, the Association, or their successors or assignees.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of each class of membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Utah, we, the undersigned, constituting the incorporators of this Association, have executed these articles of Incorporation this 17th day of May, 1996.

[Signature]

John W. Walden

[Signature]

James Stith, Esq.

[Signature]

Robert B. Lynds

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STATE OF Utah
SS.
COUNTY OF Wasatch

On the 17 day of May, 1996, personally appeared before me John W. Walden and Robert B. Lynds, the signer(s) of the within instrument, who duly acknowledged to me that they executed the same.

[Signature]

NOTARY PUBLIC

My Commission Expires: 2/16/98
Residing at: Heber

