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ARTICLES OF INCORPORATION

OF

SUNRISE POINTE HOMEOWNERS ASSOCIATION, INC.

A NON-PROFIT CORPORATION

CLS

05-07-04P04:13-RCVD

We, the undersigned, natural persons of the age eighteen years or more, hereby associate ourselves for the purpose of forming a corporation under the Utah Non-Profit Corporation Act and do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND DURATION

The name of the Corporation is **SUNRISE POINTE HOMEOWNERS ASSOCIATION, INC.** and the duration of the corporation shall be perpetual.

ARTICLE II

PURPOSES

The Corporation is organized exclusively for non-profit purposes, and the specific purposes for which this non-profit corporation is organized are to provide for maintenance, preservation and architectural control of the Common Area Facilities with that real property located in Salt Lake County, State of Utah, more particularly described on Schedule "A" attached hereto and incorporated herein by reference, and to promote the health, safety and welfare of the residents within the above described real property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For this purpose the Association is authorized 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 of Sunrise Pointe Subdivision recorded October 30, 1998, as Entry No. 7136968 in Book 8144, beginning at page 29 of the Official Records of the Salt Lake County Recorder, wherein Sunrise Homes, L.C., a Utah limited liability company is designated as "Declarant" (hereinafter called the "Declaration"), applicable to the property, 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

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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 the Members holding three-fourths (3/4) of the Percentage Interests as defined in the Declaration, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Area Facilities to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided, however, that the development of the Property without the consent of the members. Except with respect to easements, no such dedication, sale or transfer shall be effective unless the same has been approved by Members holding three-fourths (3/4) of the Percentage Interests as defined in the Declaration, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area Facilities, provided that any such merger, consolidation or annexation shall have the assent of Members holding three-fourths (3/4) of the membership votes as defined in the Declaration;
- (g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Utah may now or hereafter or exercise.

ARTICLE III

MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject to the Declaration, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest in any Lot merely as security for the performance of any 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 IV

VOTING RIGHTS

The Association shall have the following described two classes of voting membership:

Class A. Class A Members shall be all Owners other than the Declarant until the Class B Membership ceases. Class A Members shall be entitled to one vote for each Lot in which the interest required for membership in the Association is held. In no event, however, shall more than one Class A vote exist with respect to any Lot.

Class B. The Class B Member shall be the Declarant. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for Membership in the Association. The Class B Membership shall automatically cease and be converted to a Class A Membership on the first to occur of the following events:

- (a) When the total number of votes held by all Class A Members equals the total number of votes held by the Class B Member;
or
- (b) The expiration of seven (7) years after the date on which the Declaration is filed for record in the office of the County Recorder of Salt Lake County, Utah.

The rights of a Member may be suspended or withdrawn as more particularly provided in the Bylaws. The loss of such rights shall not relieve the Member from the Member's obligation to pay any of the Assessments properly levied by the Board. Restoration of full rights of membership must meet the conditions prescribed by the Board which may include payment of all amounts due the Association, execution and delivery of covenants and/or other security that future violations will not occur and any other terms and conditions reasonably imposed by the Board.

ARTICLE V

REGISTERED OFFICE AND AGENT

The address of the initial principal office and the registered office of the Corporation is 4055 South 700 East Suite 100, Murray, Utah, 84107, and the name of the registered agent at such address is:

Sarah Bettinson
4055 South 700 East Suite 100
Murray, Utah 84107

ARTICLE VI

CORPORATION POWERS

The Corporation shall have such powers and authority as are provided by Statute, Section 16-6-22, et seq., Utah Code Annotated (1953, as amended). Specifically, the Corporation shall have power and authority to sue or be sued and defend in the Corporate name; maintain a corporate seal; receive gifts, devisees, bequests of personal and real property, to purchase or lease personal or real property and pledge, lease, exchange, transfer, bargain, or otherwise dispose of any or all of its property and assets; to conduct its normal and ordinary affairs, transact business, and carry on operations with such offices as are necessary within the State of Utah or the Continental United States; to elect a Board of Trustees, and to appoint officers and compensation of said officers and agents; to make and alter bylaws and resolutions, laws of the State of Utah for the administration of the affairs of the Corporation; to indemnify any Trustee, officer, or agent of the Corporation for expenses actually and necessarily incurred in furthering the activities and operations of the Corporation or in the defense of litigation or action in which any said Trustee, officer, or agent is made a party; and to exercise all other powers necessary and reasonably convenient to effect any and all of the purposes for which the Corporation is now authorized or hereafter may be authorized by the laws of the United States and the State of Utah.

ARTICLE VII

LIMITATIONS ON DISPOSITION OF EARNINGS AND ASSETS

The Corporation's objectives are not for pecuniary profit and no part of the net earnings of the Corporation, if any, shall inure to the benefit of any Trustee, officer or Member of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution or liquidation of the Corporation. No part of the activities of the Corporation shall be to provide propaganda, or otherwise attempting to influence legislation, or participate in or intervene in any political campaign on behalf of any political party or any candidate for public office. Notwithstanding any

other provision of the Articles to the contrary, the Corporation shall no carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxes under Section 501(c) if the Internal Revenue Code of 1954, as amended or, (b) by corporation contributions to which are deductible under Section 17(c) (2) of the Internal Revenue Code of 1954, as amended.

ARTICLE VIII

INCORPORATORS AND TRUSTEES

The conduct of the affairs of the Corporation shall be governed and controlled by a Board of Trustees consisting of three (3) individuals, none of which need be Members. The qualifications of individuals permitted to serve on the Board of Trustees shall be established in the Bylaws of the Corporation. Said Board of Trustees shall exercise such powers as are provided by these Articles of Incorporation, the laws of the State of Utah, and the Bylaws of the Corporation. The names and addresses of the persons who are to severally serve as the initial incorporators and Trustees of the Corporation until the first meeting of the Board of Trustees, or until their successors are duly elected and qualified, are as follows:

Matt J. Alder
4055 South 700 East Suite 100
Murray, Utah 84107

J. Robb Stevens
4055 South 700 East Suite 100
Murray, Utah 84107

Sarah Bettinson
4055 South 700 East Suite 100
Murray, Utah 84107

At the first annual meeting, the members shall elect on of the Trustees for a term of one year, one of the Trustees for a term of two years and one of the Trustees for a term of three years; and at each annual meeting thereafter the members shall elect the number of Trustees whose terms are to expire for a term of three years

ARTICLE IX

OFFICERS

The Board of Trustees is authorized to elect and appoint officers and agents of the Corporation as shall be necessary and appropriate. Such officers and agents shall hold office until their successors are duly elected or appointed and qualified or until they are removed. All officers and agents of the Corporation, as between themselves and the

Corporation, shall have such authority and perform such duties in the management of the affairs of the Corporation as may be provided in these Articles of Incorporation, the Bylaws or the Declaration or as may be determined by resolution of the Governing Board of Trustees not inconsistent with these Articles of Incorporation, the Bylaws or the Declaration.

ARTICLE X

BYLAWS

The Members may adopt, amend and repeal at will such Bylaws as are not inconsistent with law, these Articles of Incorporation, the Declaration and the Utah Non-Profit Corporation Act, provided that any such amendments shall require the consent of members holding two-thirds (2/3) of the Percentage Interests (as defined in the Declaration) and as further provided in the Bylaws.

ARTICLE XI

DISSOLUTION

The Association may be dissolved only upon the termination of the Declaration in accordance with terms thereof and with the assent given in writing and signed by Members holding not less than two-thirds (2/3) of the votes of each class of membership as defined in the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

LIABILITY

The Board of Trustees, Trustees, officers, employees and Members of this Corporation shall no be liable, either jointly or severally, for any obligation, indebtedness or charge against the Corporation.

ARTICLE XIII

INDEMNITY OF OFFICERS AND TRUSTEES

The Corporation shall indemnify any and all of its officers or trustees or former officers or trustees or any person who may have served at its request as a trustee against expenses actually and necessarily incurred by them in connection with the defense of any

action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been trustees or officers or a trustee or officer of the Corporation, except in relation to matters as to which any trustee or officer or former officer or trustee or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any or all other rights to which those indemnified may be entitled, under any Bylaws, agreement, vote of subscribers or otherwise.


ARTICLE XIV

AMENDMENT

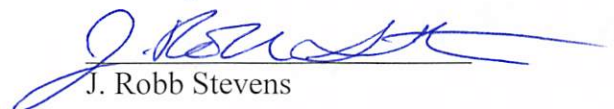
Any amendment to these Articles of Incorporation shall require the assent of Members as set forth in Section 10.2 of the Declaration.

IN WITNESS WHEREOF, We, Matt J. Alder, J. Robb Stevens, Sarah Bettinson, have executed these Articles of Incorporation in duplicate this ____ day of May, 2004, and say:

That they are all incorporators herein; that they have read the above foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.



Matt J. Alder



J. Robb Stevens



Sarah Bettinson

The undersigned agrees to act as the Registered Agent for the above Corporation.



Sarah Bettinson

SCHEDULE A

(LEGAL DESCRIPTION)

Beginning at a point South 00°05'40" East 1323.798 feet, and North 89°59'23" West 40.000 feet from the Northeast Corner of Section 29, Township 1 South, Range 1 West, Salt Lake Base & Meridian; thence South 00°05'40" East 238.000 feet; thence North 89°59'23" West 829.783 feet; thence South 00°07'30" East 285.075 feet; thence North 89°55'46" West 77.145 feet; thence South 00°07'30" East 139.805 feet; thence North 89°55'46" West 88.733 feet; thence South 00°06'35" East 199.694 feet; thence North 89°59'23" West 288.750 feet; thence North 00°06'35" West 200.000 feet; thence North 89°59'23" West 1.822 feet; thence North 00°07'30" West 662.399 feet; thence South 89°59'23" East 1286.359 feet to the point of Beginning.

Contains 12.555 acres