

2006 VERSION

ARTICLES OF INCORPORATION

OF

LAKE CREEK FARMS HOMEOWNERS ASSOCIATION INC.
(A Nonprofit Corporation)

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Utah Revised Nonprofit Corporation Association Act (the "Act") and adopts the following articles of incorporation of the corporation (the "Corporation"):

ARTICLE I**Name**

The name of the Corporation is LAKE CREEK FARMS HOMEOWNERS ASSOCIATION INC.

ARTICLE II**Duration**

The Corporation shall have perpetual existence.

ARTICLE III**Purposes; Powers; Prohibitions**

(a) **Purposes.** This Corporation is organized as a nonprofit corporation for the purpose of providing a legal entity through which the members of the Corporation may exercise their rights, duties and obligations as lot owners in the "Lake Creek Farms Subdivision", a residential subdivision located in Wasatch County, State of Utah. Within the scope of the foregoing purpose, the Corporation shall promote the health, safety and community welfare of the lot owners, including, but not limited to, collecting and disbursing assessments and charges.

(b) **Powers.** In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section (d) of this article, this Corporation shall have the following powers:

(1) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(2) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(3) To do any and all things which a nonprofit corporation may do under the laws of the State of Utah.

(c) **Powers Relating to Specific Objects and Purposes.** This Corporation shall have the powers necessary or incidental to the carrying on of its objects and purposes, including but not restricted to discharging the intent and desires of its creators to promote the health, safety and social welfare of the lot owners in the "Lake Creek Farms Subdivision", a residential subdivision located in Wasatch County, State of Utah, including, but not restricted to, collecting and disbursing assessments and charges.

(d) **Prohibition on Private Inurement.** Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation shall not have the power to violate the following provisions:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual.

(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(3) 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.

(4) The Corporation shall not carry on otherwise than as an insubstantial part of its activities, any activities which are not in furtherance of one or more of the purposes set forth in paragraph (a) of this Article III.

ARTICLE IV

Registered Office and Agent

The address of the initial registered office is 1945 Tobiano Circle, Heber City 84032. The name of the initial registered agent at such address is Brenda Metzger.

ARTICLE V

Members

The Corporation shall have one class of voting members (the "Members"). The designation of the qualifications and voting and other rights and privileges of the Members, and their liability for dues and assessments and the method of collection thereof, and provisions for termination of forfeiture of membership, shall be set forth in the Bylaws. The Corporation shall issue no shares. The Members of the Corporation shall not be individually or personally liable for the debts or obligations of the Corporation.

ARTICLE VI

Governing Board of Trustees

The management of the affairs of the Corporation shall be vested in a Governing Board of Trustees, except as otherwise provided in the Act, these Articles of Incorporation or the Bylaws of the Corporation. The number of trustees, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the Bylaws of the Corporation from time to time in force.

ARTICLE VII

Officer and Trustee Liability

Within the meaning of and in accordance with Section 16-6a-902 and Section 16-6a-823 of the Act:

(a) The Corporation shall indemnify and advance expenses to its trustees, officers, employees, fiduciaries or agents and to any person who is or was serving at the Corporation's request as a trustee, officer, partner, trustee, employee, fiduciary or agent of another domestic or foreign corporation or other person or of an employee benefit plan (and their respective estates or personal representatives) to the fullest extent as from time to time permitted by Utah law.

(b) No trustee of the Corporation shall be personally liable to the Corporation or its Members for monetary damages for any action taken or any failure to take any action as a trustee, except as provided in this Article VII.

(c) The limitation of liability contemplated in this Article VII shall not extend to (a) the amount of a financial benefit received by a trustee to which the trustee is not entitled, (b) an intentional infliction of harm on the Corporation or its Members, (c) an intentional violation of criminal law, or (d) a violation of Section 16-6a-824 of the Act.

(d) Any repeal or modification of this Article VII by the Members of the Corporation shall not adversely affect any right or protection of a trustee of the Corporation existing at the time of such repeal or modification.

(e) Without limitation, this Article VII shall be applied and interpreted, and shall be deemed to incorporate, any provision of the Act, as the same exists or may hereafter be amended, as well as any applicable interpretation of Utah law, so that personal liability of trustees and officers of the Corporation to the Corporation or its Members, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Utah law.

ARTICLE VIII

Bylaws

The initial Bylaws of the Corporation shall be adopted by the Governing Board of Trustees. Except as otherwise provided by the Act, these Articles of Incorporation or the Bylaws, the Governing Board of Trustees shall have power to alter, amend or repeal the Bylaws from time to time in force and adopt new bylaws; provided, however, that the Members may amend or repeal the Corporation's Bylaws even though the Bylaws may also be amended or repealed by the Corporation's Governing Board of Trustees; provided, further, that any such amendment or repeal shall also require the consent of two third's (2/3) of the outstanding votes of the Members. The Members may also adopt, amend, or repeal a bylaw that fixes a greater voting requirement for members than is required by the Act, if at least two third's (2/3) of all of the outstanding votes of the Association vote in favor of such an adoption, amendment or repeal. The Bylaws of the Corporation may contain any provisions for the regulation or management of the affairs of the Corporation that are not inconsistent with law or these Articles of Incorporation, as these Articles of Incorporation may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these Articles of Incorporation, shall have the effect of giving any trustee or officer of the Corporation any proprietary interest in the Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.

ARTICLE IX

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time and in any manner which is permissible under the laws of the State of Utah; provided, however, that these Articles of Incorporation shall in no event be amended in any manner so as to change this Corporation from a nonprofit corporation to a corporation organized or operated for pecuniary profit; nor shall the Articles of Incorporation be amended so as to make the purposes of the Corporation inconsistent whatsoever with the purposes as specified in Article III herein.

ARTICLE X

Dissolution

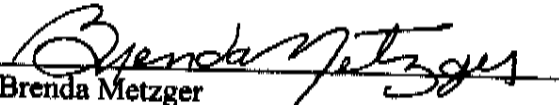
This Corporation is one which does not contemplate pecuniary gain or profit to the trustees thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or Corporation, which is organized and operated exclusively for one or more exempt purposes under Section 501 of the Internal Revenue Code.

ARTICLE XI

Incorporator

The names and address of the incorporator is: Brenda Metzger, 1945 Tobiano Circle, Heber City 84032.

Dated this 21st day of July, 2006.


Brenda Metzger