

ARTICLES OF INCORPORATION

OF

DIAMOND HILLS HOMEOWNERS ASSOCIATION

August 15, 2002

The undersigned natural person(s) being over the age of eighteen (18) years, acting as incorporators of a nonprofit corporation under the laws of the State of Utah, particularly the Utah Revised Nonprofit Corporation Act, Utah Code §§16-6a-101 et. seq. (as amended, supplemented or superseded from time to time, the "Revised Nonprofit Corporation Act"), hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the nonprofit corporation is Diamond Hills Homeowners Association (the "Association").

ARTICLE II. PURPOSES

The Association is formed: (i) to function as the homeowners association for the Diamond Bar X Subdivision No. 3, the Diamond Bar X Subdivision No. 6, and the Little South Fork Subdivision (collectively the "Subdivisions") located in Wasatch County, Utah, and to serve as the means through which the owners of building lots ("collectively, "Lots" and individually, a "Lot") within the Subdivisions may take action with regard to the administration, management and operation of the Subdivisions, including without limitation the enforcement of the covenants, conditions and restrictions of record in the office of the County Recorder for Wasatch County, State of Utah (the "Covenants and Restrictions"); and (ii) to engage in any lawful act for which a nonprofit corporation may be organized under the Revised Nonprofit Corporation Act for the benefit of the Association's members. In addition, the Association shall exercise and perform all of the rights and powers and shall have all of the duties and obligations granted to the Association by the Bylaws, as the same may hereafter be amended, and/or the Lot

ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 2191 Panorama Salt Lake City, Utah 84124 and the name of its initial registered agent at such address is Maury Newman.

File:
General Number: 08332002
Amount Paid: \$0.00
Date: 08/15/02

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State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 30 day of August, 2002
In this office of this Division and hereby issue
this Certificate thereof.

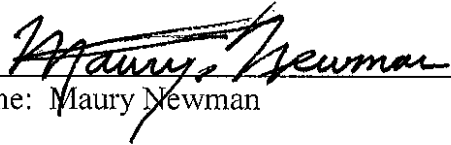
Examiner WD Date 9-4-2002



Kathy Berg
Kathy Berg
Division Director

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned (i) hereby acknowledges that he has been named as registered agent of Diamond Hills Homeowners Association, a Utah nonprofit corporation, and (ii) hereby agrees to act as registered agent of said corporation.

Signature: 
Printed Name: Maury Newman

ARTICLE IV. INCORPORATORS

The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Craig W. Earnshaw	1301 Little Kate Road Park City, Utah 84060
S. Kent Demars	2211 High Mountain Drive Sandy, Utah 84092
John Goodell	7549 Brighton Pt. Drive Salt Lake City, Utah 84121
Maury Newman	2191 Panorama Way Salt Lake City, Utah 84124

ARTICLE V. DIRECTORS

The Association shall be governed by a Board of Directors appointed or elected as provided in the Bylaws. The initial number of members of the Board of Directors shall be three (3). The names and addresses of the persons who are to serve as the initial Directors, and who shall hold office until their successors are elected and shall qualify in accordance with the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Craig W. Earnshaw	1301 Little Kate Road Park City, Utah 84060
S. Kent Demars	2211 High Mountain Drive Sandy, Utah 84092

<u>Name</u>	<u>Address</u>
John Goodell	7549 Brighton Pt. Drive Salt Lake City, Utah 84121

ARTICLE VI. MEMBERS

The Association shall have voting members. All the owners of legally subdivided building lots within the Subdivisions, as set forth in the official plats of record in the office of the County Recorder for Wasatch County, State of Utah, which have not been restricted from construction of residential dwellings thereon and which pay dues or fees assessed by the Association and/or the Bar X Mutual Water Company (collectively "Lots" and individually a "Lot") shall be members of the Association. Membership is deemed an appurtenance to each Lot, and shall pass automatically to the owner of such Lot upon conveyance of title. Such membership shall commence, exist and continue simply by virtue of such ownership, shall expire automatically upon termination of such ownership, and need not be confirmed or evidenced by any certificate or acceptance of membership. The Association shall have no capital stock.

ARTICLE VII. VOTING

Each Member shall have one vote for each buildable Lot owned by such owner for which assessments by the Association and/or Bar X Mutual Water Company are paid current. No vote shall be cast on behalf of any Lot which has been acquired by or on behalf of the Association. The method of voting shall be as provided in the Bylaws.

ARTICLE VIII. BYLAWS

The Board of Directors shall adopt Bylaws which have been approved by a vote of sixty-seven percent (67%) of the Members, are not inconsistent with applicable law or these Articles of Incorporation for the regulation and management of the affairs of the Association. The Bylaws may be amended from time to time or repealed pursuant to applicable law, but only upon a sixty-seven percent (67%) vote of the Members.

ARTICLE IX. RESTRICTIONS ON AUTHORITY

Notwithstanding any authority granted under the Act or the laws of the State of Utah to the directors or officers of a corporation or any provision of the Bylaws of the Association to the contrary, neither the Board of Directors nor the officers of the Association shall have authority to do any of the following without approval obtained by a vote of the Members of the Association at a meeting of the Members convened and conducted in accordance with the Act and the Bylaws of the Association:

A. Purchase or acquire any interest in real property other than easements, rights-of-way and licenses intended to benefit the Subdivisions and the Members.

B. Borrow money or incur any indebtedness for an obligation in excess of the sum of twenty-thousand Dollars (\$20,000.00).

C. Confess or stipulate to a judgment against the Association.

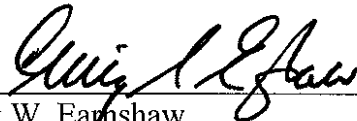
D. Expand the membership of the Association without the approval of sixty-seven percent (67%) of the Members.

E. Grant any consent to modify the Subdivisions or provide consent or approval to governing authorities with respect to development or use of properties near the Subdivisions, on behalf of the Association, without the approval of sixty-seven percent (67%) of the Members.

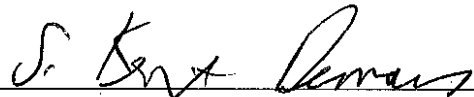
ARTICLE X. DISSOLUTION

In the event the Association shall at any time be dissolved, whether inadvertently or deliberately, it shall automatically be succeeded by an unincorporated association of the same name. In that event, all of the property, powers and obligations of the incorporated association existing immediately prior to its dissolution shall thereupon automatically vest in the successor unincorporated association, which vesting shall thereafter be confirmed and evidenced by appropriate conveyances and assignments by the incorporated association. To the greatest extent possible, any such successor unincorporated association shall be governed by the Articles of Incorporation and Bylaws of the incorporated association as if they had been made to constitute the governing documents of the unincorporated association.

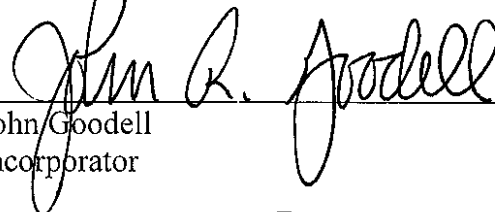
IN WITNESS WHEREOF, the undersigned have executed and verified these Articles of Incorporation under penalty of perjury this 15th day of August, 2002.



Craig W. Earnshaw
Incorporator



S. Kent Demars
Incorporator



John Goodell
Incorporator



Maury Newman
Incorporator

MAILING ADDRESS

If, upon completion of filing of the above Articles of Incorporation, the Division elects to send a copy of such Articles of Incorporation to the Association by mail, the address to which the copy should be mailed is:

Maury Newman
2191 Panorama Way
Salt Lake City, Utah 84124