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DIVISION OF CORPORATIONS
STATE OF UTAH

ARTICLES OF INCORPORATION

113680

APPROVED by the Division of Corporations
and Commercial Code of the Utah State
Department of Business Regulation
on the 30 day of Jul A.D. 19 85

Corporate Documents Examiner DS

Fees paid \$ 5.00

OF

FAIRMEADOWS HOMEOWNER'S ASSOCIATION, INC.

Article 1. Name. The name of the Corporation is Fairmeadows Homeowner's Association, Inc.

Article 2. Duration. The Corporation shall have perpetual duration.

Article 3. Applicable Statute. The Corporation is organized pursuant to the provisions of the Utah Nonprofit Corporations and Co-operative Association Act, Utah Code Annotated, Section 16-6-19, et seq. (1953), as amended.

Article 4. Purposes and Powers. The Corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

(a) to be and constitute the Association to which reference is made in the Declaration of Condominium of Fairmeadows Homeowner's Association, Inc., filed for record December 6, 1978 as Entry No. 3207544 in Book 4782 at Page 785, as amended, in the Office of the County Recorder of Salt Lake County, State of Utah, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws, and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the owners of units in the development.

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

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(a) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Utah in effect from time to time;

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the following:

(i) to fix and to collect assessments or other charges to be levied against the Properties;

(ii) to manage, control, operate, maintain, repair, and improve the Common Area and facilities, and property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, Declaration, or contract, has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under any Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of units at the development;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation;

(vi) to borrow money for any purpose as may be limited in the By-Laws;

(vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in

carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration;

(x) to provide any and all supplemental municipal services as may be necessary or proper; and

(xi) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

Article 5. Membership. The Corporation shall be a membership corporation. All unit owners, by virtue of their ownership of units in the Condominium, are members of the Association. The members shall be entitled to vote for each unit in which they hold the interest required for membership, in accordance with the Declaration. Members, in this document and in the By-Laws are sometimes also called shareholders.

Article 6. Board of Trustees aka Management Committee or Committee. The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Trustees, also sometimes known as Management Committee or Committee. The Board shall consist of not less than three (3) nor more than nine (9) members. The initial Board of Trustees shall consist of five (5) members as follows:

1. David Trites, 6887 S. 725 East, Unit #B, Midvale, Utah 84047
2. Stanley Taylor, 6930 S. 745 E., Unit #B, Midvale, Utah 84047
3. Judythe Burback, 6895 S. 868 E., Midvale, Utah 84047
4. Charlene Baldwin, 6937 S. 725 E., Unit #H, Midvale, Utah 84047
5. Lloyd Malan, 6958 S. 880 E., Midvale, Utah 84047

The method of election and term of office, removal and filling of vacancies shall be as set forth in the Declaration of Condominium and By-Laws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

Article 7. Dissolution. The Corporation may be dissolved only as provided in the Declaration, By-Laws, and by the laws of the State of Utah.

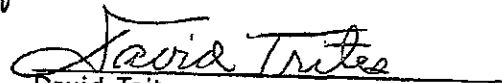
Article 8. Amendments. These Articles may be amended as provided by the Utah Nonprofit Corporations and Co-operative Association Act, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.


Article 9. Incorporator. The name and address of each incorporator is as follows:

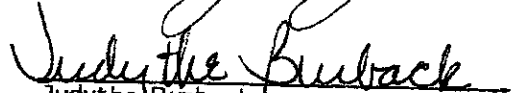
1. David Trites, 6887 S. 725 E., Unit #B, Midvale, Utah, 84047
2. Stanley Taylor, 6930 S. 745 E., Unit #B, Midvale, Utah 84047
3. Judythe Burback, 6895 S. 868 E., Midvale, Utah 84047
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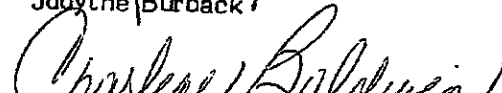
Article 10. Office and Registered Agent. The registered office of the Corporation and its principle place of business shall be 6880 South 775 East, Midvale, Utah 84047; and the Registered Agent of the Corporation is David Trites, whose business address is the same as the registered office.

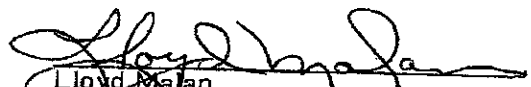
DATED this 16th day of January, 1985.


David Trites


Stanley Taylor


Judythe Burback


Charlene Baldwin


Lloyd Malan

STATE OF UTAH)
 :SS.
County of Salt Lake)

On this 16th day of January, 19885, personally appeared before me, David Trites, Stanley Taylor, Judythe Burback, Charlene Baldwin and Lloyd Malan, the signers of the above instrument, who duly acknowledged to me that they executed the same.

Karen Edwards
Notary Public
Residing at: Salt Lake City, Utah

My Commission Expires:

02-09-86

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DIVISION OF CORPORATIONS
STATE OF UTAH

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24051

CONSENT TO USE OF NAME

STATE OF UTAH)
 : ss.
County of Salt Lake)

says: Alan J. Wood, being first duly sworn, deposes and

1. That he is the Vice President of The Prowswood Corporation formerly known as Prowswood, Inc., a corporation organized and existing under and pursuant to the laws of the State of Utah, hereafter referred to as the consenting corporation, with its principal place of business located at 4885 South 900 East, Salt Lake City, Utah, and in whose behalf he makes this Affidavit.

2. That the consenting corporation is the Owner of the trademark name of "Fairmeadows."

3. That the consenting corporation consents to use by the Association of Homeowners of Condominium Units at Fairmeadows generally and David Trites, Stanley Taylor, Judythe Burback, Charlene Baldwin, and Lloyd Malan, Incorporators, individually of the name "Fairmeadows" in the name "Fairmeadows Homeowner's Association, Inc.," to designate a corporation which they intend to incorporate under the laws of the State of Utah.

4. That the consenting corporation understands and agrees that the consent hereby granted may result pursuant to the Business Corporations Act of the State of Utah in the creation of a corporation under the name "Fairmeadows Homeowner's Association, Inc." whereas such name might not be available to the Incorporators under the law of the State of Utah in the absence of this Consent.

IN WITNESS WHEREOF, the consenting corporation has caused the above instrument to be executed in its behalf, pursuant to authority of its Board of Directors, by its President and its corporate seal to be hereunto attached, attested by its Secretary this 16th day of ~~October, 1984~~ January, 1985. *dwarden*

THE PROSWOOD CORPORATION
FORMERLY KNOWN AS PROSWOOD, INC.

By: *[Signature]*
Title: Vice President

ATTESTATION:

Albra Walden
Secretary

Personally appeared before me, the above-named Alan J. Wood, known or proved to me to be the same person who executed the foregoing instrument and to be the Vice President of The Proswood Corporation, and acknowledged to me that he executed the same as his free act and deed and the free act and deed of said corporation.

Subscribed and sworn to before me this 16th day of ~~October, 1984~~ January, 1985. *dwarden*

Deanne Whitmore
Notary Public
Residing at: Salt Lake County, Utah

My Commission Expires:

November 5, 1988