

CO 212754

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

ARTICLES OF INCORPORATION

OF

I hereby certify that the foregoing has been filed
and approved on the 16th day of July 1998
in the office of this Division and hereby issue
this Certificate thereof.

POWDER MOUNTAIN WEST LAND OWNERS ASSOCIATION
(A Non-Profit Corporation)

98 JUL 16 AM 7:44

Examiner VJ Date 7/31/98



[Signature]
LORENA P. RIFFO
DIVISION DIRECTOR

ARTICLE I

The name of the corporation is POWDER MOUNTAIN WEST LAND OWNERS ASSOCIATION.

ARTICLE II

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III

The purposes for which said non-profit corporation is organized are:

1. To provide a mutual way for the land owners to protect and benefit recreational and other activities on the properties and to provide services incidental thereto in the Powder Mountain West areas.
2. To provide for and make assessments for the maintenance of roadways, snow removal, trash removal, fire protection, gates, and other reasonable expenses, incurred in the operation of the corporation and the benefit and protection of the landowners. To enter into contracts and incur liabilities to provide said services.
3. The foregoing objects and powers are in addition to any other and further powers authorized by the Utah Non-profit Corporation Act.
4. The corporation shall have the power to take such reasonable measures as may preserve the natural areas under its jurisdiction and control and to reduce the hazards of fire and other deteriorations thereto. It shall adopt and enforce reasonable rules and regulations governing the use of property and facilities under its jurisdiction.

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ARTICLE IV

Membership in said corporation shall consist of the owners of subdivision lots in the above-mentioned lots in the above-mentioned area. One voting membership shall be issued for each lot within said subdivision of development regardless of the number of persons or parties having a legal or equitable ownership interest in a specific lot. Memberships in said corporation shall be appurtenant to the lots to which they are issued and shall be transferred as the legal or equitable ownership to lots are transferred.

ARTICLE V

The governing board of said corporation shall initially consist of three trustees. One of the trustees shall be designated as a chairman, another a vice-chairman and another secretary and treasurer. The initial Board of Trustees shall serve until a membership meeting of the corporation has been called for the

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2.

election of new trustees. Trustees elected by the membership of the corporation shall serve for terms of two years and thereafter until their successors have been duly elected and qualified. In order that the terms of trustees shall terminate in different years, at the time of the initial election of trustees, one-half, or as near to one-half as mathematically possible, of the trustees may be elected for one-year terms. If and when additional trustees are added to the Board, their initial term may be for less than two years in order to maintain as nearly as possible the expiration of the terms of one-half of the total number of trustees each year.

The governing board of the corporation shall be expanded from time to time by resolution of the Board of Trustees or by written request of the majority of the members of this corporation.

ARTICLE VI

Assessments shall be levied by the corporation upon the lot owners for corporate purposes. In the event any such assessment is not paid; the same shall become a lien upon the real property of such lot owners in the subdivisions or development. The lien of a mortgage or deed of trust placed upon any lot for the purpose of permanent financing of a residence or other improvement thereon shall be superior to any such lien as provided for herein.

ARTICLE VII

The corporation shall hold an annual meeting of the members sometime between the months of March and November each year as designated by the governing Board of Trustees. Other membership meetings may be held at such time and place as the governing board shall determine. Meetings of members shall be called by the governing board to consider corporation matters upon the petition of at least fifteen (15%) percent of the outstanding voting memberships of said corporation.

ARTICLE VIII

The initial governing board shall consist of: (Trustees)
Aleta Cobabe Powder Mountain, Eden, Utah 84310
Steve Moisen P.O. Box 303, Eden, Utah 84310
Steven Ericson 2755 Bonneville Terrace, Ogden, Utah 84403

ARTICLE IX

The initial principal office of the corporation is Powder Mountain, Eden, Utah 84310.

ARTICLE X

No stock shall be issued to the members.


ARTICLE XI

The name and address of each incorporator is as follows:

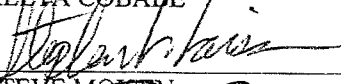
Aleta Cobabe	Powder Mountain, Eden, Utah 84310
Steve Moisen	P.O. Box 303, Eden, Utah 84310
Steven Ericson	2755 Bonneville Terrace, Ogden, Utah 84403

IN WITNESS WHEREOF, we, the undersigned have hereto set our hands and seals


this 9 day of July, 1998.



ALETA COBABE



STEVE MOISEN



STEVE ERICSON