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ARTICLES OF INCORPORATION  
OF  
MOUNTAIN RANCH ESTATES HOMEOWNERS ASSOCIATION

JBB

In compliance with the requirements of the Utah Revised Nonprofit Corporation Act §16-6a-101, *et seq.* and the Community Association Act §57-8a-101, *et seq.*, Utah Code Annotated, the undersigned does hereby certify that the following are the Articles of Incorporation of Mountain Ranch Estates Homeowners Association.

ARTICLE I. NAME

The name of the corporation is the MOUNTAIN RANCH ESTATES HOMEOWNERS ASSOCIATION (hereinafter the "Association").

ARTICLE II. DURATION

The period of duration of the Association shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE

The initial principal office of the Association will be 5865 Mountain Ranch Drive, Park City, Utah 84098.

ARTICLE IV. REGISTERED AGENT

The Law Office of Kirk John Partridge, PC, a Utah professional corporation, attention Kirk John Partridge, whose street address is 1375 Deer Valley Drive, Park City, Utah 84060 and whose mailing address is Post Office Box 681791, Park City, Utah 84068-1791, is hereby appointed the initial registered agent of the Association.

Date: 05/11/2006  
Receipt Number: 1784213  
Amount Paid: \$22.00

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**ARTICLE V. NONPROFIT CORPORATION**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof. No part of the assets or income of the Association will be distributed directly or indirectly to or for the use or benefit of the officers, trustees, or members of the Association. This shall not preclude the Association from paying reasonable compensation to its employees. The specific purposes for which the Association is formed are to provide maintenance, preservation and control of the development known as the Mountain Ranch Estates, and to promote the health, safety and welfare of the residents within the above-described development and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The Association shall have the power to:

(a) Exercise all 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 for Mountain Ranch Estates, (hereinafter the "Declaration"), applicable to the property and recorded in the Office of the Summit County Recorder, State of Utah, and as the same may be amended from time to time as therein provided. The Declaration is hereby incorporated herein by this reference 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 and the Bylaws.; to pay all expenses in connection therewith and all office and other expenses incident to 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 and only as authorized in the Declaration; and

(d) Have and to exercise any and all powers, rights and privileges which an association organized under the Utah Revised Nonprofit Corporation and the Community Association Act may now or hereafter have and/or exercise.

#### **ARTICLE VI. BOARD OF TRUSTEES**

The affairs of the Association shall be managed by a Board of Trustees as set forth in the Declaration and the Bylaws. The current members of the Board of Trustees are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Andrew D. Shaw	5865 Mountain Ranch Drive Park City, UT 84098
Stephen D. Shaw	5865 Mountain Ranch Drive Park City, UT 84098
Karen M. Shaw	5865 Mountain Ranch Drive Park City, UT 84098

#### **ARTICLE VII. BYLAWS**

The internal affairs of the Association shall be regulated by the Bylaws, as adopted by the initial Board of Trustees (hereinafter the "Bylaws").

#### **ARTICLE VIII. DISSOLUTION**

The Association may be dissolved as provided in the Bylaws.

## **ARTICLE IX. OFFICERS**

The initial officers of the Association are:

<b><u>Name</u></b>	<b><u>Address</u></b>	<b><u>Office</u></b>
Andrew D. Shaw	5865 Mountain Ranch Drive Park City, UT 84098	President
Stephen D. Shaw	5865 Mountain Ranch Drive Park City, UT 84098	Treasurer
Karen M. Shaw	5865 Mountain Ranch Drive Park City, UT 84098	Secretary

## **ARTICLE X. 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 or to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest 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. The Member shall have voting rights as set forth in the Declaration and the Bylaws.

## **ARTICLE XI. INCORPORATORS**

The incorporator of the Association is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Kirk John Partridge Law Office of Kirk John Partridge, PC	Post Office Box 681791 Park City, Utah 84068-1791

## **ARTICLE XII. AMENDMENT**

These Articles of Incorporation may be amended as set forth in the Bylaws.

**ARTICLE XIII. BOARD OF TRUSTEES' CONTRACTS**

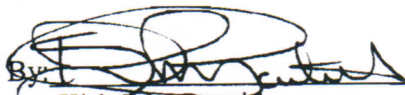
No contract, act or transaction of the Association with any person, firm, corporation, partnership or association shall be affected or invalidated by the fact that any officer or trustee of the Association is a party to or interested in such contract, act or transaction or is in any way connected with such person, firm, corporation, partnership or association, and each person who may become a trustee of the Association is hereby released from liability which might otherwise exist from contracting with the Association for the benefit of himself or any person, firm, corporation, partnership, or association in which he may be in anyway interested.

**ARTICLE XIV. INDEMNIFICATION**

The Association shall indemnify officers, trustees, members of the Architectural Review Committee and any member of any committee appointed by the Board of Trustees as set forth in the Declaration.

**DATED** this 11<sup>th</sup> day of May 2006.

Law Office of Kirk John Partridge, PC

  
By: \_\_\_\_\_  
Kirk John Partridge

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Law Office of Kirk John Partridge, PC, a Utah professional corporation hereby accept the appointment as the Registered Agent.

Law Office of Kirk John Partridge, PC  
a Utah professional corporation.

  
Kirk John Partridge