

ARTICLES OF INCORPORATION  
OF  
SUNPEAK ASSOCIATION  
A NON-PROFIT CORPORATION

The undersigned natural person over the age of twenty-one (21) years, acting as the incorporator of a non-profit corporation under the Utah Non-profit Corporation and Co-operative Association Act, hereby adopts the following Articles of Incorporation for said corporation.

ARTICLE I

NAME

The name of the corporation is the SunPeak Association, hereinafter referred to as the "Association."

ARTICLE II

DURATION

The corporation shall continue in existence perpetually unless dissolved according to law.

ARTICLE III

PURPOSES

The Association is organized as a non-profit corporation and shall be operated exclusively for the purpose of maintaining, operating and governing the subdivisions, the individual residence lots and the common areas within that certain tract of real property in Summit County, State of Utah, commonly referred to as SunPeak more particularly described as set forth on Exhibit "A" attached hereto, (hereinafter "SunPeak").

No dividend shall be paid and no part of the net income of the Association, if any, shall be distributed to the Members, Trustees, or Officers of the Association, except as otherwise provided herein, in the Master Declaration of Covenants Conditions and Restrictions for the SunPeak project, or under Utah Law.

#### ARTICLE IV

##### POWERS OF THE ASSOCIATION

Subject to the purposes declared in Article III above and any limitations herein expressed, the Association shall have and may exercise each and all of the following powers and privileges:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Master Declaration of Covenants, Conditions, and Restrictions, (referred to below as the "Master Declaration") applicable to the SunPeak property and recorded in the office of the county recorder of Summit County, State of Utah (in Book 668, beginning at page 485 of the ownership records) and as the same may be amended from time to time as therein provided, said Master Declaration being incorporated herein 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, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. Acquire, 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

D. Have and to exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Utah by law may now or hereafter have or exercise.

#### ARTICLE V

#### MEMBERSHIP

Membership in the Association shall be as designated by Summit Ranch, J.V., a California General Partnership or its successor Declarant as defined in the Master Declaration (hereinafter the "Declarant"). Every person or entity who becomes a record owner of a Development Parcel within the SunPeak property subject to the Master Declaration, as defined in the Master Declaration, shall be a member of the Association. (The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.) If record ownership of a Development Parcel is jointly held, the Membership appertaining to such Development Parcel shall also be jointly held. Upon re-subdivision of a Development Parcel, the membership appurtenant to that Development Parcel shall pass to and become an appurtenance to the individual Lots or Condominium Units created within the Development Parcel, all as provided in the Master Declaration. Membership shall be appurtenant to and may not be separated from ownership of any Development Parcel, Lot or

Condominium Unit within the SunPeak property subject to the Master Declaration. Except as set forth herein, or in the Master Declaration, no person or entity other than an owner of a Development Parcel, Lot, or Condominium Unit may be a member of the Association.

#### ARTICLE VI

##### MEMBERSHIP CERTIFICATES

The Association may issue certificates of Membership, but such certificates shall not be necessary to evidence Membership in the Association.

#### ARTICLE VII

##### VOTING RIGHTS

All voting rights of the Association shall be exercised by the Members as described in Article VI of the Master Declaration. If a Membership is jointly held, any or all holders thereof may attend any meeting of the Members, but such holders must act unanimously to cast the votes relating to their joint Membership. Any designation of a proxy to act for joint holders of a Membership must be signed by all such holders. With respect to matters to be voted upon by the Members as provided in the Master Declaration, the voting requirements and proportions shall be as set forth in the Master Declaration. Cumulative voting is not permitted.

## ARTICLE VIII

### ASSESSMENTS

Members of the Association shall be subject to assessments by the Association from time to time in accordance with the provisions of the Master Declaration and shall be liable to the Association for payment of such assessments. Members shall not be individually or personally liable for the debts or obligations of the Association. The power to levy assessments is vested in the Board of Trustees.

## ARTICLE IX

### ANNUAL MEETING

The annual meeting of the members shall be held at 6:00 p.m. on the second Wednesday in September of each year at the office of the Association, or at such other location as may be designated in the Notice of Meeting. Notice will be given as provided in the By-Laws.

## ARTICLE X

### PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial principal office of the Association is 1910 Prospector Drive, Park City, Utah 84060 and the name of the initial registered agent of the Association at that address is Jack J. Johnson.

## ARTICLE XI

### BOARD OF TRUSTEES

The affairs of the Association shall be managed by a



Board of Trustees, consisting of not less than three (3) nor more than seven (7) Trustees, as set by the Bylaws of the corporation. Until their successors are duly elected and qualified, the initial Trustees shall be the following:

<u>Name</u>	<u>Address</u>
Linda J. Clifford	3286 Fitzgerald Rd. Rancho Cordova, California 95742
Jack J. Johnson	1910 Prospector Ave Park City, Utah 84060
C. C. Myers	3286 Fitzgerald Rd. Rancho Cordova, California 95742

#### ARTICLE XII

##### OFFICERS

The Association will be managed by officers. The officers may be Trustees, or may be Members of the Association, but also may be employees of the Association who are not Members. The officers shall consist of a President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined and held by one person.

#### ARTICLE XIII

##### INCORPORATOR

The name and address of the incorporator of the Association is Linda J. Clifford, 3286 Fitzgerald Road, Rancho Cordova, California 95742.

Linda J. Clifford hereby acknowledges and affirms, under penalties of perjury, to the below-named Notary Public that (i) she

appeared before such Notary Public, (ii) she executed these Articles of Incorporation before such Notary Public, and (iii) these Articles of Incorporation are truthful and correct in all respects.

IN WITNESS WHEREOF, the above-named incorporator has executed these Articles of Incorporation this 26th day of May, 1993.

Linda J. Clifford

STATE OF CALIFORNIA )  
: ss.  
COUNTY OF SACRAMENTO)

The foregoing Articles of Incorporation were subscribed, sworn to, and acknowledged before me this 26th day of May, 1993, by Linda J. Clifford, who affirmed to me under penalties of perjury that the contents of the foregoing Articles of Incorporation are true and correct in all respects.

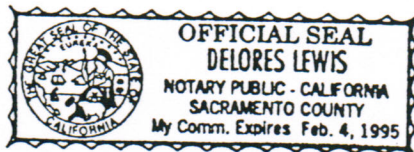
Aurora Lewis

Notary Public

Residing at:

3286 Fitzgerald Road  
Rancho Cordova, CA 95741

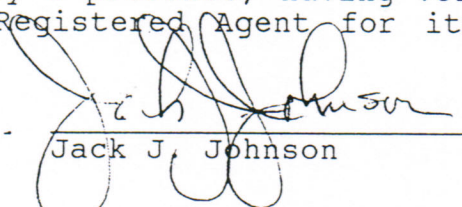
My Commission Expires:  
February 4, 1995



ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, Jack J. Johnson, hereby acknowledges that he has been named as registered agent of SunPeak Association, a Utah non-profit corporation to be formed pursuant to Articles of Incorporation to which this Acknowledgment is attached, and hereby agrees to act as registered agent of said corporation.

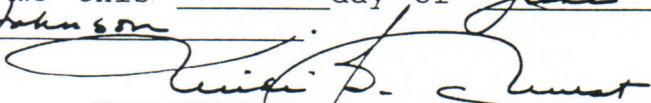
Jack J. Johnson hereby acknowledges and affirms, under penalties of perjury, to the below-named Notary Public that (i) he appeared before such Notary Public, and (ii) before such Notary Public or admitted, in the Notary's presence, having voluntarily signed said Acknowledgment of Registered Agent for its stated purpose.

  
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Jack J. Johnson

STATE OF UTAH

COUNTY OF SUMMIT

The foregoing Acknowledgment of Registered Agent was acknowledged before me this 14<sup>th</sup> day of June, 1993, by Jack J. Johnson.

  
\_\_\_\_\_  
NOTARY PUBLIC

Residing at: Salt Lake City, Utah

My Commission Expires:

6-1-96

