



Office of the Lieutenant Governor

CERTIFICATE OF INCORPORATION

OF

GREEN HILL COUNTRY ESTATES HOMEOWNERS ASSOCIATION

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, HEREBY CERTIFY THAT DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION FOR THE INCORPORATION OF

GREEN HILL COUNTRY ESTATES HOMEOWNERS ASSOCIATION

DULY SIGNED AND VERIFIED PURSUANT TO THE PROVISION OF THE UTAH NON-PROFIT CORPORATION AND COOPERATIVE ASSOCIATION ACT, HAVE BEEN RECEIVED IN MY OFFICE AND ARE FOUND TO CONFIRM TO LAW.

ACCORDINGLY, BY VIRTUE OF THE AUTHORITY VESTED IN ME BY LAW, I HEREBY ISSUE THIS CERTIFICATE OF INCORPORATION OF

GREEN HILL COUNTRY ESTATES HOMEOWNERS ASSOCIATION

AND ATTACH HERETO A DUPLICATE ORIGINAL OF THE ARTICLES OF INCORPORATION. 096425.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah, at Salt Lake City, this 19 day of JANUARY, 19 82

David S. Monson
LIEUTENANT GOVERNOR

Mailing Address:
1892 North 300 West
Sunset, Utah 84405

ARTICLES OF INCORPORATION

96425

FILED in the office of the Lieutenant Governor
of the State of Utah, on the 19th
day of January A.D. 19 82
DAVID S. MONSON
Lieutenant Governor
Filing Clerk [Signature] Fees 5.00

OF

GREEN HILL COUNTRY ESTATES HOMEOWNERS ASSOCIATION

The undersigned do hereby certify that they are incorporators of a non-profit corporation under and by virtue of the Utah Non-Profit Corporation (Title 16, Chapter 6, Utah Code Annotated, 1953).

ARTICLE I

NAME

The name of the Corporation shall be GREEN HILL COUNTRY ESTATES HOMEOWNERS ASSOCIATION, hereinafter designated as "Association."

ARTICLE II

DURATION

The duration of the Association shall be perpetual.

ARTICLE III

PURPOSES

The purpose for which the Association is organized, in general, shall be to represent and promote the welfare of the residents of GREEN HILL COUNTRY ESTATES. In particular, the Association is organized to cooperate with the officials of township, municipal, county, state, and other public authority for the promotion and betterment of the interests of the residents of said GREEN HILL COUNTRY ESTATES, including the responsibilities and services delineated in the Declaration of Covenants, Conditions and Restrictions, filed with the Weber County Recorder; to conduct such social and fraternal activities as may be determined from time to time by its trustees or members; to nominate new

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members for the Architectural Control Committee serving GREEN HILL COUNTRY ESTATES. For these purposes, the Association shall have and possess all powers of nonprofit corporations provided by law as well as all other powers necessary or convenient to carry out or advance the lawful purposes of the Association, including the power to own stock in or be a member of corporations similar to this Association in purpose and aim.

This Association is formed exclusively for nonprofit purposes contemplated in Sections 16-6-21 and 59-13-4, Utah Code Annotated, 1953. In addition to all the powers set forth in these Articles of Incorporation, this Association shall also have all the general powers set forth in Section 16-6-22, Utah Code Annotated, 1953, which are specifically incorporated by reference.

ARTICLE VI MEMBERSHIP

This Association is organized without capital stock. The Association shall have members, and participation in its affairs shall be by membership certificates. Persons eligible for membership in this Association shall be all the present and future owners of lots in GREEN HILL COUNTRY ESTATES, which lots are shown by the records in the office of the County Recorder of Weber County, State of Utah, or as evidenced by contracts of sale to such owners. Membership in this Association shall be evidenced by one (1) Class A membership certificate for each lot therein owned or being purchased under contract. Such membership shall be issued by the Association without cost to the person (or persons) who has acquired or is acquiring such a lot or lots. The ownership of one (1) Class A membership shall entitle the owner thereof to one (1) vote at all membership meetings on all matters coming before such meetings, but the vote is eligible only if such member has fully paid his monthly assessments, or has made satisfactory arrangements with the

Board of Trustees for payment thereof. Only one individual may represent a membership at membership meetings; such individual shall be determined either by agreement of any co-owners, or by operation of law.

The Developer of GREEN HILL COUNTRY ESTATES shall receive one (1) Class B membership certificate for each lot owned in GREEN HILL COUNTRY ESTATES. Each Class B membership shall be entitled to six (6) votes at all membership meetings.

All members in good standing shall be entitled to the use of all common roads, common facilities, and other services which may from time to time be provided by the Association for the benefit of members, subject to control of the Board of Trustees. In the absence of prompt payment of all dues and assessments, any member thus delinquent may be deprived of the use of common roads, common areas, common utilities, and other services and facilities provided by the Association to its members. The purchase of any lot covered by this Association evidences the purchaser's willingness to be a member of this Association and to abide by all the Declaration of Covenants, Conditions and Restrictions filed herewith, as well as any new provisions as may be added.

ARTICLE V

NUMBER OF MEMBERSHIPS

The Association shall be empowered to issue one (1) membership certificate of either Class A or Class B for each lot in the development shown on the plat or plats recorded in the office of the County Recorder of Weber County, or such additional developments as are or become part of GREEN HILL COUNTRY ESTATES. Membership certificates may also be issued for any property owned by Green Hill Development Company, Inc. now or hereafter acquired in other developments not presently included in the master plan for GREEN HILL COUNTRY ESTATES, but only by vote of a majority of the members of this Association.

ARTICLE VI
TRANSFER OF MEMBERSHIP

Upon the sale or other transfer of any lots in GREEN HILL COUNTRY ESTATES, for which Class B membership certificates have been issued and are outstanding, the transferee of such lot shall receive from the transferor, without cost, the transferor's membership certificate in this Association, which shall be converted by the Association from a Class B membership certificate to an Class A membership certificate, together with all rights and privileges thereunto appertaining, provided, however, that such transfer of membership shall not relieve the transferor or transferee from any obligation to pay any and all unpaid dues or assessments. The Association, at its election, may refuse to transfer the membership to the transferee until such time as any delinquent assessments have been paid. If the Association elects to make the transfer, the transferee of said lot shall assume all obligations of the transferor which may have accrued to the date of transfer, including but not limited to delinquent assessments, before being entitled to exercise membership prerogatives or to receive services provided by the Association to its members.

In the event a former owner refuses to endorse or transfer his Certificate of Membership to a purchaser after he has transferred title to the property or has entered into an enforceable agreement to sell the property, or if a member's interest in the lot is terminated by operation of law, the secretary of this Association is authorized to execute and effect the transfer of said membership without incurring any liability upon receipt of a copy of documents supporting and justifying said transfer.

ARTICLE VII
BOARD OF TRUSTEES

The governing body of this Association shall be a Board of Trustees consisting of not less than three (3) or as many as the membership may determine from time to time.

The original trustees of this Association shall be as follows:

<u>Name</u>	<u>Address</u>
James Aland	670 North 1050 West Clearfield, Utah 84015
Harold Eborn	1892 North 300 West Sunset, Utah 84015
<u>Donald B. Spotten</u>	Star Route Box 188 Fillmore, Utah 84631

ARTICLE VIII

TERMS, OFFICERS AND TRUSTEES

The qualification and election of Trustees and Officers shall be as follows: Members of the Board of Trustees must be members in good standing of this Association; they shall be elected for terms of three (3) years each, such terms to be staggered among the Board members so that the terms of approximately one-third (1/3) of the Trustees shall expire in any one year; provided that the initial Board of Trustees shall consist of three (3) members, whose names and terms of office are indicated below:

<u>Name of Trustee</u>	<u>Term to Expires at Annual Meeting Held in Year</u>
James Aland	1984
Harold Eborn	1983
<u>Donald B. Spotten</u>	1982

The officers of said Association shall be elected by the Board of Trustees from among the membership of the Board of Trustees of the Association (except Secretary or Treasurer who may be, but need not be, Association members) at a meeting thereof following as closely as practicable the annual meeting

of the membership. Such officers shall serve for a period of one (1) year or until their successors are elected and qualify; provided that officers to serve until the Board Meeting immediately following the First Annual Meeting of the members of this Association shall be:

President:	Jim Aland
Vice President:	Donald B. Spotten
Secretary-Treasurer:	Harold Eborn

Members of the Board of Trustees may be removed at any time with or without cause, by a three-fourth vote at a meeting called with or without cause, by a vote of a majority of the Board of Trustees. Vacancies in the Board of Trustees may be filled by the Board of Trustees until such time as a new Trustee is elected by a majority of the members of the Association.

ARTICLE IX
DUTIES OF OFFICERS

The officers of this Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The same person may, in the discretion of the Board of Trustees, hold both the office of Secretary and that of Treasurer. It shall be the duty of the President to carry out the policies and directions of the Board of Trustees. It shall be the duty of the Vice Presidents to assist the President in the discharge of his duties and to act in the absence of the President. The President and Vice Presidents and any others appointed by them, shall constitute the "Architectural Control Committee." This committee's duties are outlined in the Declaration of Covenants, Conditions and Restrictions.. It shall be the duty of the Secretary to keep the minutes of the meeting of members and the Board and to send out all notices and to keep the general records of the Association; and that of the Treasurer to have custody of, and to maintain and safely and truly keep, the financial books, records, accounts and funds of the Association,

and to disburse said funds in accordance with the directions of the Board. All officers shall have such other or further duties as the said Board may direct.

ARTICLE X

ANNUAL AND SPECIAL MEETINGS

The annual meetings of the members of this Association shall be held at a time and place designated by the Board of Trustees with the first such annual meeting being held on the 2nd Tuesday of September, provided that the Board of Trustees shall give at least ten (10) days notice in advance to each member by mail of the time and place of said annual meeting. On similar notice, special meetings of the members may be called by the Chairman of the Board, the President, or by a majority of the Trustees.

The Trustees shall meet at such times and places as may be necessary to transact the business of the Association upon the call of the Chairman of the Board, the President, or a majority of the Trustees.

ARTICLE XI

ASSESSMENTS

For the purpose of providing and maintaining facilities and services of the various kinds contemplated in these Articles and in the Declaration of Covenants, Conditions and Restrictions for the benefit of the members of the Association, the Trustees of this Association at duly called Trustee meetings shall have the power to levy assessments upon the membership of this Association, from time to time, which when delinquent, shall become a lien upon the lot owned by the member in GREEN HILL COUNTRY ESTATES. The amount of the assessments is set forth in Article V of the Declaration of Covenants, Conditions and Restrictions.

ARTICLE XII
NOTICE OF ASSESSMENTS

Notice of Assessments shall be given by the Secretary to each member by mail at least seven (7) days in advance of the due date. Upon failure of any member to pay assessments after receiving notice thereof, said members shall be given written notice by mail of proposed termination of his membership for non-payment at least two months in advance of termination and an opportunity shall be afforded to the member to be heard by the Board of Trustees either in person or by his representative or in writing. Unless good cause is shown prior to such termination of membership or unless full payment of all assessments with interest and costs have been paid by the member, such membership may be thereafter terminated by the Board of Trustees by written notice and a suit may be commenced by the Trustees to collect the amount owing plus court costs and reasonable attorney's fees, or at the election of the Board of Trustees, a suit may be instituted on behalf of the Association by the Board of Trustees to foreclose a lien upon the real property of the defaulting member in GREEN HILL COUNTRY ESTATES, which foreclosure proceedings shall be in the same manner as is provided for the foreclosure of a Trust Deed or mortgage upon real property by the laws of the State of Utah at the date of commencement of such foreclosure action. In any action to foreclose any such lien, the Association shall be entitled to costs, including reasonable attorney's fees, and such penalties for delinquent charges and assessments that shall have been established by the Association.

Each and every assessment and lien, together with any costs, penalties or interest, established by the Association shall be subordinate to any valid, bona fide first mortgage or first deed of trust (and the lien and/or title thereof) which has been or may hereafter be given in good faith and for value on any interest of any owner.

ARTICLE XIII
TREASURER'S BOND

The Treasurer may be bonded in such amounts as the Board of Trustees may determined, said bond to be paid for by the Association and conditioned on the faithful performance of his duties and accounting for any monies of the Association.

ARTICLE XIV
BY-LAWS

The Board of Trustees shall have the power to make, amend and repeal By-Laws to govern the Association provided they are in accordance with and do not conflict with these Articles of Incorporation and provided further that the members may have the right to enact By-Laws specifying that such By-Law may not be amended or repealed by the Board of Directors.

ARTICLE XV
QUORUM

The members present at any duly called membership meeting shall constitute a quorum with authority to exercise full membership prerogatives. A majority of the Trustees shall constitute a quorum of the Board. All powers of the Trustees shall be exercised only in duly constituted meetings of the Board, except that a resolution in writing signed by all the Trustees shall have the same force and effect as if said resolutions were fully adopted by the Board at a regularly called meeting of the Board of Trustees.

ARTICLE XVI
MAILING ADDRESS

For the purpose of notice, the last address furnished the Secretary of the Association by a member and as shown on its records, shall be presumed to be the correct mailing address of such member, and notice mailed postage prepaid to such address shall be deemed due and legal notice.

The initial registered address will be 1892 North 300 West Street, Utah 84015. The initial registered agent at such address is Harold Eborn.

ARTICLE XVII
AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of all members at any regular or special meeting of the membership; provided that each member shall have been given notice by mail of the proposed amendment at least ten (10) days prior to the said meeting.

ARTICLE XVIII
TAX LIABILITY OF THE ASSOCIATION

The Association is liable for general property taxes on all common areas and for taxes, if any, on any of the Association's facilities. Monies collected from monthly assessments shall be used to pay these taxes.

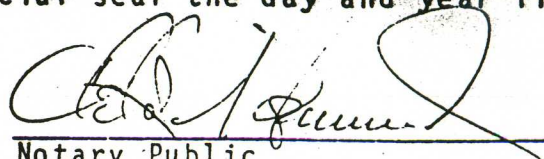
Signed by the Incorporators this 13 day of January 1982.

James Aland
JAMES ALAND

Harold Eborn
HAROLD EBORN

On the 13th day of January, 1982, personally appeared before me, JAMES ALAND, HAROLD EBORN, and _____ and duly acknowledged to me that they are the signers of the foregoing Articles of Incorporation, as Incorporating Trustees, and that they executed the same.

WITNESS my hand and official seal the day and year first
above written.



Notary Public

My Commission Expires: 1-30-83 .
Residing at: KAYSVILLE, UTAH .

W5JR