

ARTICLES OF INCORPORATION
OF
SILVER SPRINGS MASTER HOMEOWNERS ASSOCIATION

We, MICHAEL BARNES, ROBERT V. HAEDT, and LYNN STEVENS, the undersigned adult citizens of the United States, being duly authorized and directed to act as incorporators under the Utah Non-Profit Corporation and Cooperative Associations Act, hereby adopt the following Articles of Incorporation for said Silver Springs Master Homeowners Association.

ARTICLE I

CORPORATE NAME

The name by which the corporation shall be known is Silver Springs Master Homeowners Association (hereinafter "Association" .

ARTICLE II

DURATION OF CORPORATION

The corporation shall have perpetual existence unless dissolved or terminated according to law.

ARTICLE III

CORPORATE PURPOSES

The general purposes and objectives for which this corporation is organized are to provide an organization which can: (1) hold title to, lease, and acquire easements or other rights of use with regard to specific parcels of real property which are to be used as common recreational areas for all

homeowners associations which are members of the Silver Springs Master Homeowner's Association; (2) manage those common recreational areas for the benefit of its members; (3) provide a forum for discussion of economic, development, and other areas of interest common to its members; and (4) exercise such authority as is lawful and appropriate for a non-profit association of homeowners for the common good and benefit of its members and all owners of property within the Silver Springs Subdivision at Snyderville, Utah.

In addition, the corporation is authorized and directed to generate sufficient funds for the maintenance of the common properties by levying fees and assessments against the homeowners and guaranteeing the payment of such by liens, actions at law and such other legal or equitable remedies against the individual properties or the owners thereof.

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest, or is a contract purchaser for such interest, in any lot or condominium unit located within any of the following homeowners associations, to wit: Northshore Silver Springs 1-G Subdivision Homeowners Association; Silver Springs Homeowners Association; Silver Springs Townhouse Condominium (Silver Meadows Phase) Homeowners Association; Willow Bend West Homeowners Association; Meadow Springs Homeowners Association; Quail Meadows Homeowners Association; Meadow Wild Homeowners

Association; Silver Springs Townhouse (Willow Bend East) Homeowners Association (hereinafter collectively referred to as the "Member Associations") shall be a member of the association. Any homeowner association or similar entity representing the interests of owners of property within the Silver Springs Subdivision which is subsequently formed shall be entitled to membership in the Association, upon consent to be bound by the authority of the Association, its Bylaws, and duly enacted rules and regulations.

ARTICLE V

SHARES

The corporation shall be authorized to issue that number of shares which corresponds with the number of Member Associations and, for purposes of entitling the existing Member Associations, hereby authorizes the issuance of eight shares, to be supplemented in number upon the addition of any subsequent homeowner entity to the Association.

ARTICLE VI

BOARD OF TRUSTEES

The Board of Trustees shall consist of that number of members as the number of Member Associations. The initial Board of Trustees shall consist of eight members. Standing members of the Board of Trustees shall be the President of each of the Member Associations, or such President's designee. Until all such individuals agree to appointment to the Board, the Board shall consist of three Trustees. The names and addresses of

persons who are to serve as Trustees until the first annual meeting of the members of the corporation, or until their successors be elected and qualify, are as follows:

Michael S. Barnes, President
Northshore Silver Springs 1-G Subdivision
Homeowners Association
P.O. Box 1980
Park City, Utah 84060

Robert V. Haedt, President
Silver Springs Homeowners Association
P.O. Box 3323
Park City, Utah 84060

Lynn Stevens, President
Willow Bend West Homeowners Association
4675 North Silver Springs Road
Park City, Utah 84060

ARTICLE VII

PRINCIPAL OFFICE

The address of the corporation's principal office is:
4575 Silver Springs Road, Snyderville, Park City, Utah 84060.
The name of the corporation's registered agent is: Scott C.
Welling, Attorney at Law, 312 Main Street, P.O. Box 712, Park
City, Utah 84060.

ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporators are as follows:

Michael S. Barnes
P.O. Box 1980
Park City, Utah 84060

Robert V. Haedt
5009 North Silver Springs Road
Park City, Utah 84060

Lynn Stevens
4675 North Silver Springs Road
Park City, Utah 84060

ARTICLE IX

COMPLIANCE WITH THE INTERNAL REVENUE CODE

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE X
DISSOLUTION

Upon the dissolution of the corporation, the Board of Trustees, after paying or making provision for the payment of all liabilities of the corporation, shall dispose of all the assets of the corporation in accordance with the laws of the State of Utah, and the appropriate provisions of the Internal Revenue Code of 1954, as amended.

ARTICLE XI
AMENDMENT TO ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, or its Bylaws, and all rights and powers conferred herein on members, trustees, and officers are subject to this reserved power.

DATED this 14th day of FEBRUARY, 198⁹⁰~~2~~.


MICHAEL S. BARNES


ROBERT V. HAEDT

APPOINTMENT AS REGISTERED
AGENT NOTED AND ACCEPTED

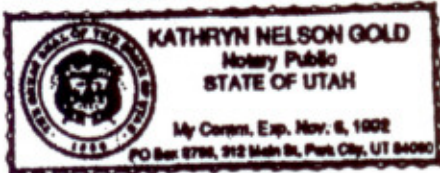

Scott C. Welling, Esq.


LYNN STEVENS

STATE OF UTAH)
 : ss.
County of Summit)

I, the undersigned, a Notary Public, hereby certify that
MICHAEL S. BARNES personally appeared before me and being duly
sworn by me declared that he is the person who signed the
foregoing document as incorporator and that the statements
therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 14th day of February, 1990.



My Commission Expires:

11-6-92

Kathryn Nelson Gold
NOTARY PUBLIC
Residing at Park City, Utah

STATE OF UTAH)
 : ss.
County of Summit)

I, the undersigned, a Notary Public, hereby certify that
ROBERT V. HAEDT personally appeared before me and being duly
sworn by me declared that he is the person who signed the
foregoing document as incorporator and that the statements
therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 12 day of JANUARY, 1990.



My Commission Expires:

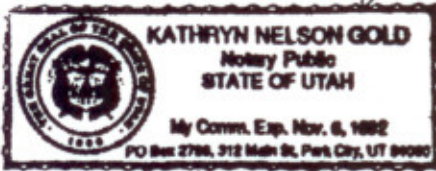
11-6-92

Kathryn Nelson Gold
NOTARY PUBLIC
Residing at Park City, Utah

STATE OF UTAH)
 : ss.
County of Summit)

I, the undersigned, a Notary Public, hereby certify that LYNN STEVENS personally appeared before me and being duly sworn by me declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of January, 1990.



My Commission Expires:

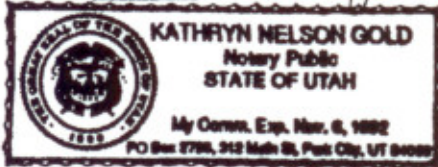
11-6-92

Kathryn Nelson Gold
NOTARY PUBLIC
Residing at Park City, Utah

STATE OF UTAH)
 : ss.
County of Summit)

I, the undersigned, a Notary Public, hereby certify that SCOTT C. WELLING personally appeared before me and being duly sworn by me declared that he is the person who signed the foregoing document as registered agent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of January, 1990.



My Commission Expires:

11-6-92

Kathryn Nelson Gold
NOTARY PUBLIC
Residing at Park City, Utah

AFFIDAVIT

State of Utah
County of Summit

BEFORE ME, the undersigned Notary,
Geniel G. Bowen on this 30th day of July, 2008,
personally appeared Lucy Murphy Archer, known to me to be a credible person
and of lawful age, who being by me first duly sworn, deposes and says:

Herein attached find the Silver Springs Master Homeowners Association
Articles of Incorporation, located in Summit County, Utah, duly signed and
notarized in 1990 by Kathryn Nelson Gold, notary at the offices of Brent Gold &
Scott C. Welling, attorneys-at-law, on January 12, 1990. The signators of this
document being the principal officers who organized the Silver Springs Master
Homeowners Association.

In the course of the last eighteen years the original executed documents have
been misplaced or lost. Now wanting to make this document noticed it is
presented here for recording in the office of the Summit County, Utah Recorder's
Office. These Articles of Incorporation for the Silver Springs Master
Homeowners Association are believed to be the true and only Articles for said
Association.

Lucy Archer
Deponent Signature
Lucy Murphy Archer
Lucy Murphy Archer
Deponent

ENTRY NO. 00851425

07/30/2008 03:55:25 PM B: 1942 P: 1526
Affidavit PAGE 1/38
ALAN SPRIGGS, SUMMIT COUNTY RECORDER
FEE 284.00 BY LUCY ARCHER



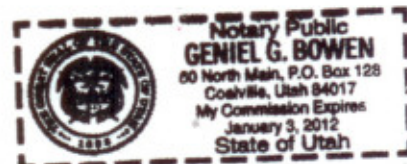
Subscribed and sworn to before me, this 30 day of July, 2008.

[Notary Seal:]

Geniel G. Bowen
[signature of Notary]

NOTARY PUBLIC

My commission expires: 1-3, 2012



30th