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Utah Div. of Corp.
& Comm. Code

ARTICLES OF INCORPORATION

OF

TRAVERSE MOUNTAIN MASTER ASSOCIATION

A Utah Non-Profit Corporation

08/26/2002
Receipt Number: 886618
Amount Paid: \$20.00

I

The name of this corporation ("**Corporation**" herein) is TRAVERSE MOUNTAIN MASTER ASSOCIATION.



II

- A. The Corporation is organized as a non-profit corporation and is not organized for the private gain of any person. It is organized under the Utah Revised Nonprofit Corporation Act (the "Act") for public purposes.
- B. The purposes of the Corporation are to (i) promote the common good and general welfare of the Traverse Mountain community, (ii) manage the master planned community and planned unit development known as Traverse Mountain, and (iii) engage in any lawful act for which a non-profit corporation may be organized under the Act.

III

- A. The Corporation is organized and operated exclusively as a non-profit corporation within the meaning of the Act and shall have and exercise any and all powers, rights and privileges which a corporation organized under the Act may now or hereafter have or exercise, provided that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the Corporation listed in Article II.B above. The Corporation's exercise of its powers is limited by its Bylaws and the Declaration of Development Covenants, Conditions and Restrictions for Traverse Mountain recorded in Official Records of Utah County, Utah.
- B. No part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence federal, state or local legislation of any type. This Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for political office or any proposed legislation.

IV

- A. The Corporation will have voting members. The classes of Membership and the voting and other rights and privileges of Members are forth in the Bylaws. The Corporation will not issue shares of stock.

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- B. Amendment of these Articles of Incorporation shall require the assent (by vote or written consent) of (i) a majority of the Board of Directors of the Corporation, and (ii) a majority of the Neighborhood Representatives representing the total voting power of each class of voting membership in existence when the amendment is proposed.

V

- A. The Corporation's principal office is located at 1520 West 3600 North, Lehi, Utah 84043.
- B. The names and street addresses of the four (4) persons who will act as the initial Board of Directors are:

Stephen L. Christensen
1520 West 3600 North
Lehi, Utah 84043

James M. Christensen
1520 West 3600 North
Lehi, Utah 84043

Kinnon Sandlin
1520 West 3600 North
Lehi, Utah 84043

Ted Heap
1520 West 3600 North
Lehi, Utah 84043

- C. The name and street address of the Incorporator is:

Ted Heap
1520 West 3600 North
Lehi, Utah 84043

- D. The name of the Corporation's initial Registered Agent and the street address of the Corporation's Initial Registered Office are:

Registered Agent: Ted Heap

Registered Office Address:
1520 West 3600 North
Lehi, Utah 84043

VI

- A. The assets of the Corporation are irrevocably dedicated to social welfare purposes and no part of the profits shall ever inure to the benefit of a director, officer, or any private shareholder, member or individual.
- B. On a dissolution or a winding up of the Corporation, its assets remaining after payment of, or provision for the payment of, all debts and liabilities of the Corporation shall be distributed to a non-profit organization that is organized and operated exclusively for

social welfare purposes and that has established its tax exempt status under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code.

VII

- A. The term of this Corporation's existence is perpetual.

VIII

- A. To the fullest extent authorized by law, the Corporation has the power and duty to indemnify Board members, Corporation officers and Corporation committee members for all damages, pay all expenses incurred, and satisfy any judgment or fine levied as a result of any action or threatened action brought because of performance of an act or omission within what such person reasonably believed to be the scope of the person's Corporation duties ("Official Act"). Board members, Corporation officers and Corporation committee members are deemed to be agents of the Corporation when they are performing Official Acts for purposes of obtaining indemnification from the Corporation pursuant to this Article. The entitlement to indemnification inures to the benefit of the estate, executor, administrator and heirs of any person entitled to such indemnification.
- B. To the fullest extent authorized by law, the Corporation has the power, but not the duty, to indemnify any other person acting as an agent of the Corporation for damages incurred, pay expenses incurred, and satisfy any judgment or fine levied as a result of any action or threatened action because of an Official Act.
- C. The Corporation also has the power, but not the duty, to contract with any Person to provide indemnification in addition to any indemnification authorized by law on such terms and subject to such conditions as the Corporation may impose.

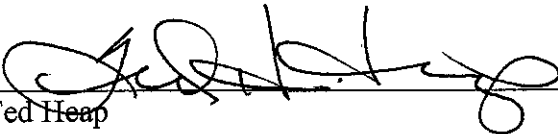
The undersigned, who is the incorporator of the Corporation, has executed these Articles of Incorporation on July 29, 2002.


Print Name: Ted Heap
Title: Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the Act, the undersigned hereby accepts appointment as registered agent for
TRAVERSE MOUNTAIN MASTER ASSOCIATION.

Dated : July 27, 2002.


Ted Heap

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
And approved on this 27 day of July, 2002
In this office of this Division and hereby issued
this Certificate thereof.

Examiner


Date 0-27-02




Kathy Berg
Division Director