

EXPEDITE

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Utah Div. Of Corp. & Comm. Code

**ARTICLES OF INCORPORATION
OF
RED CLOUD SUBDIVISION HOMEOWNERS ASSOCIATION, INC.
A UTAH NONPROFIT CORPORATION**

I, the undersigned, desiring to form a corporation pursuant to the Utah Revised Nonprofit Corporation Act, Utah Code Ann. §§ 16-6a-101 et seq. ("Act"), do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is RED CLOUD SUBDIVISION HOMEOWNERS ASSOCIATION, INC. ("Association").

ARTICLE II

The period of the Association's duration is perpetual.

ARTICLE III

The purposes of the Association, which is organized as a nonprofit corporation, shall be to:

a. exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for Red Cloud Subdivision, as the same may be amended from time to time as therein provided ("Declaration");

b. to acquire, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public or private use or otherwise dispose of real or personal property, including without limitation, any areas and easements as set forth in the Declaration, in connection with the affairs of the Association, subject to the limitations contained in the Declaration; and

c. to do everything necessary and proper for the accomplishment of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the Association and, in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Association, whether or not such business is similar in nature to the purposes set forth in the Articles of Incorporation of the Association, or any amendment thereof.

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ARTICLE IV

The Association is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends and no part of its net earnings shall inure to the benefit of any member, director or individual. The balance, if any, of all money received by the Association from its operations, after the payment in full of all debts and obligations of the Association of whatever kind or nature, shall be used and distributed exclusively for the purposes set forth in Article III hereof.

ARTICLE V

The Board of Directors of the Association may designate such committee or committees as it determines in accordance with law to exercise such authority as the board of directors shall delegate in the resolution designating such committee or committees. The initial Board of Directors shall have three (3) directors. The names and addresses of the persons who are to serve as the initial directors until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
T. James Tadeson	900 Main Street, Suite 6107 P.O. Box 1450 Park City, Utah 84060
Mark R. Thorne	900 Main Street, Suite 6107 P.O. Box 1450 Park City, Utah 84060
Tom Cartwright	900 Main Street, Suite 6107 P.O. Box 1450 Park City, Utah 84060

ARTICLE VI

The initial registered agent and registered address of the Association shall be David J. Smith, whose address is 900 Main Street, Suite 6107, P.O. Box 1450, Park City, Utah 84060. The undersigned hereby accepts and acknowledges appointment as the initial registered agent of the Association and confirms that he meets the necessary requirements.



David J. Smith, Registered Agent

ARTICLE VII

In the event of the dissolution of the Association, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the Association shall be distributed in accordance with the Act as the same may be amended from time to time.

ARTICLE VIII

The location and street address of the Association's initial principal office is 900 Main Street, Suite 6107, P.O. Box 1450, Park City, Utah 84060.

ARTICLE IX

The Association has voting members. Each member of the Association shall be an owner of a lot in the Red Cloud Subdivision, a residential subdivision located in Park City, Utah as set forth on the Red Cloud Subdivision Plat, as the same may be amended from time to time (individually a "Lot" and collectively the "Lots"). Membership in the Association shall be mandatory, and not optional, and shall be appurtenant to and may not be separated from the ownership of a Lot which is subject to assessment as set forth in the Declaration by the Association. If title to a Lot is held by more than one person, the membership appurtenant to such Lot shall be shared by all such persons in the same proportionate interest and by the same type of tenancy in which title to such Lot is held. No person or entity other than the Declarant or an owner of a Lot may be a member of the Association. Membership in the Association shall begin immediately and automatically upon becoming an owner of a Lot and shall cease immediately and automatically upon ceasing to be such an owner. The Association shall not have stock or issue shares.

ARTICLE X


Bylaws will be hereafter adopted. Such Bylaws may be amended or replaced, in whole or in part, in the manner provided therein, and the amendments to the Bylaws shall be binding upon all members.

ARTICLE XI

The incorporator of the Association is the following:

<u>Name</u>	<u>Address</u>
Mark R. Thorne	900 Main Street, Suite 6107 P.O. Box 1450 Park City, Utah 84060

IN WITNESS WHEREOF, the above-named incorporator has executed these Articles of Incorporation this 19th day of January, 2005.



Mark R. Thorne, as incorporator