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WHEN RECORDED PLEASE RETURN TO:

Lorin C. Barker
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Kirton, McConkie & Bushnell
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Salt Lake City, Utah 84111

Scott Dickhoff
SCOTT DICKHOFF

Kirton, McConkie & Bushnell
REC OF *Bushnell*
DEP
1984

APR 23 11 59 AM '84

KATIE L. DIXON
RECORDER
SALT LAKE COUNTY,
UTAH

DECLARATION OF ORGANIZATION OF
WESTLAKES BUSINESS PARK PROPERTIES
OWNERS ASSOCIATION

3931844

THIS DECLARATION made this 6 day of April,
1984, by BUSINESS PARK PROPERTIES, INC., a Utah corporation
(hereinafter referred to as "BPI").

WHEREAS, BPI owns more than two-thirds of all of
the land in certain real property located in the City of
West Valley, County of Salt Lake, State of Utah, known as
the Westlakes Business Park Properties, which real property
is more particularly described in the attached Exhibit "A"
(said real property is hereinafter referred to as the
"Property"), said Exhibit "A", which by this reference, is
incorporated in this Declaration; and

WHEREAS, the Property is subject to certain
easements, covenants, conditions and restrictions as set
forth in the Master Declaration of Establishment of
Easements, Covenants, Conditions and Restrictions of
Westlakes Business Parks 1 and 2, dated the 3rd day of
April, 1981 (hereinafter referred to as the "Master
Declaration"), which was recorded in the office of the Salt
Lake County Recorder, Salt Lake City, Utah, in Book 5235,
Page 350, Official Records, File No. 3552887, on the 9th day
of April, 1981, said Master Declaration, which by this
reference is incorporated in this Declaration; and

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WHEREAS, the owners of two-thirds of the land in the Property are authorized by the Master Declaration to establish an association for the purpose of fulfilling the obligations and exercising the rights of the Common Areas Manager under the Master Declaration.

WHEREAS, BPI desires to establish an association under the Master Declaration for the purpose of fulfilling the obligations and exercising the rights of the Common Areas Manager under the Master Declaration.

NOW, THEREFORE, BPI, under the authority granted to it in the Master Declaration, hereby establishes and organizes an unincorporated association, to be known as the Westlakes Business Park Properties Owners Association (hereinafter referred to as the "Owners Association"). The Owners Association is herein established and organized for the purpose of fulfilling the obligations and exercising the rights of and otherwise acting as, the Common Areas Manager under the Master Declaration; provided however, that the Owners Association shall not have the rights or be subject to the obligations of, or act in any way as such Common Areas Manager until the Owners Association shall have obtained and attached hereto a copy of the document evidencing an assignment and assumption wherein Ivory assigns to the Owners Association the rights Ivory has as

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the Common Areas Manager of the Property under the Master Declaration, and wherein the Owners Association assumes and becomes subject to the obligations Ivory has as the Common Areas Manager of the Property under the Master Declaration.

The Owners Association shall be governed by the following rules:

A. Membership.

The Owners Association shall consist of three members. Effective as of the date hereof, as designated by BPI, initial members of the Owners Association shall be Richard Tippets, Wayne G. Facer and Hank Rothwell.

B. Qualifications.

To qualify as a member of the Owners Association, a person must be twenty-one (21) years of age, and an owner of land in the Property, an officer of such owner, or the duly appointed representative of such owner. A tenant of an owner of land in the Property shall be deemed the owner of such land in the Property for the purposes of this Declaration, unless the lease to such tenant specifically provides otherwise.

C. Voting Rights.

In all elections to fill positions in the Owners Association, only owners of land in the Property shall have the right to vote. Such vote shall be in person or by

written proxy and shall be allocated on the basis of one vote for each square foot of land in the Property owned for each position to be filled. For purposes of determining voting rights under this provision, ownership status and square footage shall be established as of close of business on December 31st of the year preceding the election.

D. Term of Office.

The term of office of the members of the Owners Association shall be for two years and shall run from July 1 of the year in which a member is elected through June 30 of the second succeeding year.

E. Election of Trustees.

So long as seventy-five percent (75%) or more of the land in the Property, exclusive of public roadways, is owned by BPI, each member of the Owners Association shall be appointed by BPI. So long as any part of the land in the Property is owned by BPI, two members of the Owners Association shall be appointed by BPI. Any members of the Owners Association not appointed by BPI pursuant to this paragraph shall be elected by the other owners of land in the Property as provided above.

F. Vacancies.

Whenever any one or more of the members of the Owners Association or their successors appointed or elected as herein provided shall die, be unable to act, resign or

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become otherwise unqualified to serve as a member of the Owners Association under paragraph B above, the remaining member or members of the Owners Association shall cause an election to be held for such vacancy or vacancies with reasonable promptitude.

G. General Meeting.

An annual general meeting of all owners of land in the Property shall occur during the first full week of June of each year and written notice as to date, time and location of such meeting shall be mailed to each owner of land in the Property at least seven (7) days in advance by the Managing Director of the Owners Association. In addition, the Managing Director of the Owners Association shall, within fifteen (15) days, call a general meeting of all owners of land in the Property upon receipt of a written petition signed by owners of land in the Property representing thirty percent (30%) of the square footage of all land in the Property.

H. Duties and Powers.

Two (2) members of the Owners Association shall constitute a quorum. Actions of the Owners Association shall be by majority vote of those members of the Owners Association in attendance at any meeting called by any member of the Owners Association at which there is a quorum

present. Written notice, as to date, time and location of any such meeting shall be mailed to each member of the Owners Association at least seven (7) days in advance by the member of the Owners Association calling such meeting. The Owners Association may take action without a meeting if a consent in writing, setting forth the actions taken, is signed by all of the members of the Owners Association. The Owners Association shall appoint a Managing Director from any of its members to oversee and manage the day to day affairs of the Owners Association and may also promulgate other operating procedures for the conduct of its affairs.

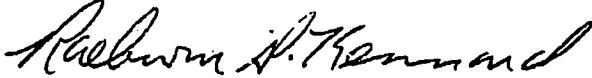
IN WITNESS WHEREOF, BPI has caused this Declaration to be executed as of the day and year first above written.

BPI

By:


J. Alan Blodgett, President

ATTEST:


Secretary

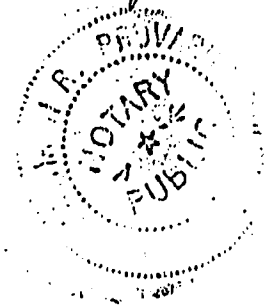
STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On this 12th day of April, 1984, personally
appeared before me John Alan Blodgett
and Robert G. Kennard to me known to be the
President and Secretary of Business Park Properties, Inc., a
Utah corporation, who executed the foregoing instrument for
said Corporation and acknowledged to me that said
Corporation executed the same.

Harold R. Provost
Notary Public
Residing at Salt Lake County

My Commission Expires:

June 16, 1985



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EXHIBIT "A"

Westlakes Business Park 1

Beginning at a point on the West right-of-way line of 3600 West Street, said point being $N0^{\circ}02'32''W$, 1283.56 feet and $S89^{\circ}50'10''W$, 40.00 feet from the South 1/4 corner of Section 20, T1S, R1W, SLB&M and running thence along said West right-of-way line $S0^{\circ}02'32''E$, 1274.58 feet, thence $N87^{\circ}19'47''W$, 9.96 feet to the point of tangency on a 2784.25 foot radius curve (central angle = $4^{\circ}17'23''$); thence Northwesterly 208.46 feet along the arc of said curve to the right; thence $N83^{\circ}02'24''W$, 658.60 feet to the point of tangency on a 4850.00 foot radius curve (central angle = $1^{\circ}18'02''$); thence Westerly 110.09 feet along the arc of said curve to the left; thence $N84^{\circ}20'26''W$, 90.80 feet; thence $N25^{\circ}31'52''W$, 1275.70 feet; thence $N89^{\circ}50'10''E$, 1620.03 feet to the point of beginning, containing approximately 37.161 acres.

Westlakes Business Park 2

Beginning at a point on the West right-of-way line of 3600 West Street, said point being $N0^{\circ}02'32''W$, 1283.56 feet and $S89^{\circ}50'10''W$, 40.00 feet from the South 1/4 corner of Section 20, T1S, R1W, City of West Valley, State of Utah, thence $S89^{\circ}50'10''W$, 1620.03 feet; thence $N25^{\circ}31'52''W$, 1060.03 feet to the point of tangency on a 2789.79 foot radius curve (central angle = $9^{\circ}10'25''$); thence Northwesterly 446.67 feet along the arc of said curve to the right; thence $N89^{\circ}50'10''E$, 1868.91 feet; thence $S54^{\circ}42'41''E$, 449.24 feet to the West right-of-way line of 3600 West Street; thence following said West right-of-way line $S0^{\circ}02'32''E$, 1114.43 feet to the point of beginning, containing approximately 60.249 acres.

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ASSIGNMENT AND ACCEPTANCE AGREEMENT

THIS ASSIGNMENT AND ACCEPTANCE AGREEMENT made and entered into this 6 day of April, 1984, by and between IVORY AND COMPANY, a Utah limited partnership (hereinafter referred to as "Ivory"), and WESTLAKES BUSINESS PARK PROPERTIES OWNERS ASSOCIATION, an unincorporated association (hereinafter referred to as the "Owners Association").

WHEREAS, Ivory is the Common Areas Manager under a Master Declaration of Establishment of Easements, Covenants and Restrictions of Westlakes Business Parks 1 and 2, dated the 3rd day of April, 1981 (hereinafter referred to as the "Master Declaration") which was recorded in the Office of the Salt Lake County Recorder, Salt Lake City, Utah, in Book 5235, Page 350, Official Records, File 3552887, on the 9th day of April, 1981, for the property described in such Master Declaration (hereinafter referred to as the "Property"); and

WHEREAS, the Master Declaration provides that Ivory may assign and delegate its rights, duties and obligations, respectively, to an association organized by the owners of two-thirds of the land in the Property for the

purpose of fulfilling the obligations of the Common Areas Manager under the Master Declaration; and

WHEREAS, the Owners Association was organized by owners of two-thirds of the land in the Property for the purpose of fulfilling the obligations and exercising the rights of the Common Areas Manager under the Master Declaration; and

WHEREAS, Ivory desires to assign its rights and delegate its duties and obligations as the Common Areas Manager under the Master Declaration; and

WHEREAS, the Owners Association desires to accept, assume and be subject to the rights, duties and obligations of the Common Areas Manager under the Master Declaration for the Property.

NOW, THEREFORE, for and in consideration of the mutual covenants herein contained, and other good and valuable consideration, it is agreed and understood that Ivory hereby assigns and delegates, and the Owners Association hereby accepts, assumes and otherwise agrees to be subject to, all of the rights, duties and obligations, respectively, of the Common Areas Manager under the Master Declaration for the Property.

IN WITNESS WHEREOF, Ivory, by its Managing General Partner, and the Owners Association, by the unanimous consent of each of its members, have caused this Assignment and Acceptance Agreement to be executed as of the day and year first above written.

IVORY

By: McKinly M. Oswald
McKinly M. Oswald
Managing General Partner

OWNERS ASSOCIATION

By: Richard Tippets
Richard Tippets, Member

By: Wayne G. Facer
Wayne G. Facer, Member

By: Hank Rothwell
Hank Rothwell, Member

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