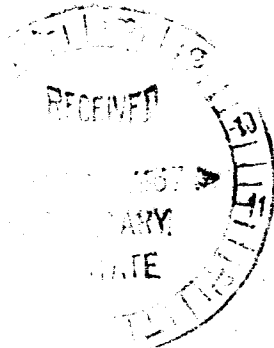


Entry No. **90613** Recorded at request of *National Land Corp. Fee \$ 5.00*
 Date *QCI 30 1967* *1:20 P.M. Wayne C. Whiting* Wasatch County Recorder
 By *Mary S. Chipman* Deputy. Book *59* Page *293-276-17*

ARTICLES OF INCORPORATION
OF
BRIGHTON ESTATES IMPROVEMENT ASSOCIATION
A Non-Profit Corporation



KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, being desirous of associating ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Utah, have, pursuant to said laws, agreed and do hereby certify as follows:

ARTICLE I

The name of this Corporation is "BRIGHTON ESTATES IMPROVEMENT ASSOCIATION".

ARTICLE II

The period of duration of this corporation is perpetual.

ARTICLE III

All of the purposes stated below relate to the following described property:

"Brighton Estates # 2 Subdivision
 Consisting of lots 82 to 231 inclusive
 Wasatch County, Utah.

Purposes are as follows:

- (a) To engage in all activities necessary to provide culinary and domestic water supply and services to the property described above and for the owners thereof.
- (b) To construct, maintain and improve roads and accessways.
- (c) To make any other improvements relating to the above described property or provide any other services for the owners thereof, as may be desirable.
- (d) To acquire, own, hold, use, develop, dispose of and improve real and personal property as may be pertinent to above described purposes.

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(e) To borrow and lend money and to mortgage or otherwise pledge the assets of the Corporation for the purpose of securing repayment of said borrowed funds.

(f) To pay for any and all of the improvements or services referred to herein through the levying of assessments against the properties herein described payable by the owners thereof.

(g) This Corporation is organized as, and shall be conducted solely as, a non-profit Corporation.

ARTICLE IV

This Corporation shall have members as follows:

Each and every owner of the lands or lots described herein shall have automatic and continuing membership herein which membership shall be concurrent with the ownership of said property.

ARTICLE V

No shares of stock shall be issued by this Corporation, however, each member as defined in Article IV shall be entitled to one vote for each lot owned in the above described subdivision, on all matters of election.

ARTICLE VI

Assessments referred to in Article III may be levied upon the properties described herein without limit, and in such amounts and whenever the Board of Trustees may deem necessary and proper for the purposes of the Corporation, provided that such assessments shall be approved by a majority vote as provided in Article V. All assessments shall be levied in an equal amount per lot or per each lot improved. Any assessment which becomes delinquent shall constitute a lien against the property so assessed.

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ARTICLE V11

There shall be three trustees, constituting the initial governing board of this Corporation, as follows:

Harold W. Breitling, Trustee -	3645 South 500 West Salt Lake City, Utah 84115
Wilford Fluckiger, Trustee -	3304 South 23rd East Salt Lake City, Utah 84109
Earl J. Kaudson, Trustee -	1395 Michigan Avenue Salt Lake City, Utah 84105

The trustees shall serve for one year and until their successors are elected by a majority vote of the members as per article V. The trustees shall have all powers granted by law to conduct the affairs of the Corporation and they may designate officers and agents therefore and prescribe the duties of each.

ARTICLE V111

The name and address of each incorporator is as follows:

Harold W. Breitling -	3645 South 500 West Salt Lake City, Utah 84115
Wilford Fluckiger -	3304 South 23rd East Salt Lake City, Utah 84109
Earl J. Kaudson Sr. -	1395 Michigan Avenue Salt Lake City, Utah 84105.

ARTICLE 1X

The initial principal office of this Corporation shall be 1395 Michigan Avenue, Salt Lake City, Utah 84105.

ARTICLE X

No part of any net earnings from any source shall inure to the exclusive or personal benefit of any individual, nor shall any proceeds be divisible to the members, but all proceeds shall be used for the operation, maintenance, development and expansion in size and quality the facilities and services to be provided hereby. This Corporation is in fact a non-profit corporation.

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ARTICLE XI

The private property of the members, incorporators, trustees and officers of this corporation shall not be liable for the debts and obligations of the corporation.

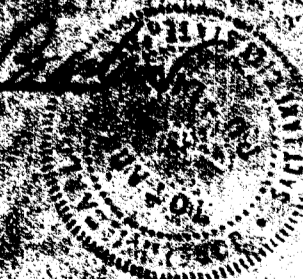
IN WITNESS WHEREOF, the incorporators and trustees have hereunto set their hands this 28th day of October, 1967.

Harold W. Breitling
Wilford Fluckiger
Earl J. Knudson

STATE OF UTAH
COUNTY OF SALT LAKE

I, Joseph I. Barlow, a notary public, hereby certify that on the 28th day of October, 1967, personally appeared before me, Harold W. Breitling, Wilford Fluckiger and Earl J. Knudson, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

In witness whereof I have hereunto set my hand and seal this 28th day of October, A. D. 1967.

Joseph I. Barlow
Notary Public


MY COMMISSION EXPIRES: November 26, 1968