

**ARTICLES OF INCORPORATION
OF
WAVERLY STATION HOMEOWNERS ASSOCIATION, INC.**

The undersigned, a natural person of the age of 21 years or more, acting as incorporator of a Corporation under the Utah Revised Nonprofit Corporation Act (the "Act"), adopts the following Articles of Incorporation for such Corporation.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is Waverly Station Homeowners Association, Inc.

ARTICLE II
DURATION OF CORPORATION

The Corporation is to have perpetual existence.

ARTICLE III
CORPORATE PURPOSE

The general purposes and objects for which the Corporation is organized are:

To serve as the homeowners association for the residential community in Salt Lake County, Utah known as Waverly Station; to own, operate, maintain and manage the Common Areas and Common Facilities as those terms are defined in the Declaration of Protective Covenants, Conditions and Restrictions for Waverly Station (the "Declaration") recorded in the Office of the Salt Lake County Recorder, as the same may be amended from time to time; and otherwise transact business with all types of real, personal, tangible and intangible property, and to do any business and take any action which it is lawful for a nonprofit corporation organized as a homeowners association to do. The Corporation is organized as a nonprofit corporation with all of the power and authority set forth in the Act and in the Declaration as the same may be amended from time to time.

ARTICLE IV
MEMBERS

The Corporation shall have members in two classes as follows:

Class A. Class A members shall be all Owners, with the exception of the Declarant. Class A members who own Residential Units shall be entitled to one (1) vote for each Residential Unit in which they hold the interest required for membership. Owners of Commercial Units shall be entitled to the number of votes described in Article 4.2. of the Declaration. When more than one

person holds such interest in any Unit, all such persons or entities shall be members. The vote for such a Unit shall be exercised as the multiple Owners among themselves determine, but in no event shall more than one vote be cast with respect to any Unit. In the event the multiple Owners cannot agree on how to cast their vote, no vote will be accepted for that Unit although the Owners may be counted for the purpose of establishing a quorum. When one of multiple Owners is present at the meeting, that person shall be deemed to be acting with the authority of all of the Owners of that Unit unless written objection to the contrary has been received.

Class B. The Class B member shall be the Declarant. The Class B member shall be entitled to four (4) votes for each Residential Unit in which it holds the interest required for membership by Article 4.2. of the Declaration and for Commercial Units, four (4) times the number of votes allocated for each such Commercial Unit under Article 4.2. of the Declaration owned by Declarant. Class B membership shall cease to exist on the expiration of the Development Period.

ARTICLE V
NO STOCK CERTIFICATES

The Corporation shall not issue stock certificates to its members.

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors consisting of at least three (3) persons and thereafter is increased to five (5) members, as provided in the Declaration. The initial members of the Board of Directors of the Corporation shall be as follows:

Nick Mingo
Hamlet Development
308 East 4500 South, Ste. 200
Murray, Utah 84107

David Irwin
Hamlet Development
308 East 4500 South, Ste. 200
Murray, Utah 84107

John Aldous
Hamlet Development
308 East 4500 South, Ste. 200
Murray, Utah 84107

ARTICLE VII
BYLAWS

The Directors shall adopt Bylaws which are not inconsistent with law or these Articles for the regulation and management of the affairs of the Corporation. The Bylaws may be amended from time to time or repealed pursuant to law.

ARTICLE VIII
REGISTERED OFFICE

The address of the Corporation's initial registered office is:

308 East 4500 South
Suite 200
Murray, Utah 84107

ARTICLE IX
REGISTERED AGENT

The initial registered agent for the Corporation shall be:

Michael M. Brodsky
308 East 4500 South
Suite 200
Murray, Utah 84107

ARTICLE X
INCORPORATOR

The name and address of the incorporator of the Corporation is:

Michael M. Brodsky
308 East 4500 South
Suite 200
Murray, Utah 84107

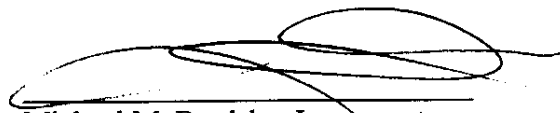
ARTICLE XII - OFFICERS' AND DIRECTORS' CONTRACTS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm association or entity in which one or more of its Directors are trustees, directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approved or ratifies such contract or transaction, or because his or their votes are counted for such purpose. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

Unless otherwise indicated herein, all capitalized terms shall have the meanings provided in the Declaration.

The undersigned incorporator verifies, under penalty of perjury, his signature on this document is his voluntary act and deed, and that the statements contained herein are true and correct.

DATED this 21st day of September, 2006.



Michael M. Brodsky, Incorporator

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

The undersigned acknowledges appointment as registered agent on behalf of the Corporation named in the foregoing Articles of Incorporation and agrees to assume and discharge the duties thereof.



Michael M. Brodsky
Registered Agent

All lots in WAVERLY STATION PH 1, according to the official records thereof as filed in the Salt Lake County recorders office.

15-36-279-038-0000
15-36-279-039-0000
15-36-279-040-0000
15-36-279-041-0000
15-36-279-042-0000
15-36-279-037-0000
15-36-279-036-0000
15-36-279-035-0000
15-36-279-034-0000
15-36-279-033-0000
15-36-279-032-0000
15-36-279-026-0000
15-36-279-027-0000
15-36-279-028-0000
15-36-279-029-0000
15-36-279-030-0000
15-36-279-031-0000
15-36-279-025-0000
15-36-279-024-0000
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