

**ARTICLES OF INCORPORATION
OF
BLACKHAWK TOWNHOUSES
OWNERS' ASSOCIATION, INC.**

In compliance with the requirements of the Utah Non-Profit Corporation and Co-Operative Association Act, the undersigned, all of whom are residents of Utah and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is **BLACKHAWK TOWNHOUSES OWNERS' ASSOCIATION, INC.**, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 550 North Main Street, Suite 221, Logan, Utah 84321.

ARTICLE III

Gordon B. Lyle, whose address is 550 North Main Street, Suite 221, Logan, Utah 84321, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, operation and architectural control of the residence Lots or Units and Common Areas within that certain tract of property known as **BLACKHAWK TOWNHOUSES PLANNED RESIDENTIAL UNIT DEVELOPMENT**, and described as:

Located in the City of North Ogden, County of Weber, State of Utah and more specifically described as follows:

E# 1507703 BK 1894 PG2437
DOUG CROFTS, WEBER COUNTY RECORDER
02-DEC-97 3:45 PM FEE \$68.00 DEP HB
REC FOR: BLACKHAWK.COND.INC

6400 of 1000-2001 TO 0049

A part of the Northeast quarter of section 32, township 7 North, Range 1 West of the Salt Lake Base and Meridian, also a part of Lot 54, Plat B, in North Ogden City, described as: Beginning at a point located South 89° 27' 37" East 275.03 feet (275 feet by record) and South 89° 27' 37" East 126.87 feet from the Northwest corner of said Lot 54 and running thence South 89° 27' 37" East along Grantors North property line 761.83 feet; thence South 00° 45' 27" West 10.00 feet; thence South 89° 27' 37" East 160.00 feet to a point on the West Right-of-way line of 400 East Street (Washington Ave.); thence South 00° 45' 27" West along said West line 86.48 feet (86 feet by Record); thence North 88° 46' 07" West 165.00 feet; thence South 00° 45' 27" West 133.00 feet; thence North 88° 46' 07" West 101.00 feet; thence South 00° 45' 27" West 78.00 feet to a point on an existing fence line; thence North 88° 46' 07" West along said fence line 694.71 feet; thence North 00° 32' 23" East 296.37 feet to the point of beginning containing 5.37 acres and 48 units.

A utility easement including storm sewer, detention pond, irrigation and sanitary sewer described as: a part of the North East quarter of section 32, Township 7 North, Range 1 West of the Salt Lake Base and Meridian, also a part of Lot 54, Plat B, in North Ogden City, more particularly described as: Beginning at a point located South 89° 27' 37" East 275.03 feet (275 feet by Record) and running thence South 89° 27' 37" East along Grantors North property line 126.87 feet; thence South 00° 32' 23" West 57.50 feet; thence North 89° 27' 37" West 107.87 feet; thence South 00° 32' 23" West 80.00 feet; thence South 42° 23' 29" West 80.00 feet; thence North 90° 00' 00" West 56.00 feet; thence North 47° 36' 31" West 28.04 feet to a point on Grantors West property line; thence North 42° 23' 29" East along said West line 143.96 feet; thence North 01° 07' 29" East along said West line 38.11 feet to the point of beginning;

This Association is further organized to promote the health, safety and welfare of the residents within the above-described property, and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose, to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Weber County Recorder, State of Utah, and as may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members, and that any such annexation of additional residential property shall be as set forth in the Declaration and as otherwise required or permitted by law;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Utah by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

Membership shall be appurtenant to and may not be separated from ownership of any Lot or Unit which is subject to assessment by the Association.

**ARTICLE VI
VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of Blackhawk Condominiums Real Estate, L.L.C., and shall be entitled to one vote for each Lot or Unit owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be Blackhawk Condominiums Real Estate, L.L.C., or its successor, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) seven (7) years from the date of recording of the Declaration.

**ARTICLE VII
BOARD OF TRUSTEES**

The affairs of this Association shall be managed by a Governing Board of Trustees, which may from time to time be referred to also as the Board of Directors, and the members thereof may be referred to either as Trustees or Directors, of not less than three (3) or more than nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Gordon B. Lylè	550 North Main Street, Suite 221

Allen Lyle

Neil Anderson

Logan, Utah 84321

550 North Main Street, Suite 221

Logan, Utah 84321

550 North Main Street, Suite 221

Logan, Utah 84321

At the first annual meeting the members shall elect directors for the coming year; and the members may elect directors to serve for more than one year, so as to cause the staggered election of directors for various terms thereafter.

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX DURATION

The corporation shall exist perpetually.

ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

**ARTICLE XI
FHA/VA APPROVAL**

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Utah, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 2 day of December, 1997.



GORDON B. LYLE

The undersigned hereby accepts and acknowledges appointment as the initial registered agent of the corporation named above.



GORDON B. LYLE