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State, of the State of Utah, on the 15th
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DAVID S. MONSON
Lt. Gov./Sec. of State

ARTICLES OF INCORPORATION

Filing Clerk BS

Fees

5.00

OF

THE DONNER PLACE OWNERS ASSOCIATION

Leonard J. Lewis, the undersigned natural person over the age of twenty-one years, acting as incorporator of a non-profit corporation pursuant to the Utah Nonprofit Corporation and Co-Operative Association Act, hereby adopts the following Articles of Incorporation for said corporation:

ARTICLE I

NAME

The name of the nonprofit corporation is The Donner Place Owners Association, hereinafter the "Association".

ARTICLE II

DURATION

The duration of the Association shall be perpetual unless earlier dissolved pursuant to law.

ARTICLE III

PURPOSES

The Association is organized as a nonprofit corporation and shall be operated exclusively for the purpose of maintaining, operating, and governing Donner Place, A Condominium Project, hereinafter the "Project", located upon the following described real property in Salt Lake County, state of Utah:

Beginning at a point North 0°14'34" East along the center section line 524.28 feet from the center of Section 11, Township 1 South, Range 1 East, Salt Lake Base and Meridian and running thence North 0°14'34" East along said center section line 257.93 feet; thence East 155.91 feet to a point on a curve to the left, the radius point of which is North 68°10'58" East 57.00 feet; thence Southeasterly along the arc of said curve 41.39 feet to a point of tangency; thence South 63°25'26" East 115.64 feet to the West line of Donner Way, said point also being on a curve to the left, the radius point of which is South 63°25'26" East 3549.95 feet; thence Southwesterly along the arc of said curve, and West line 26.40 feet to a point of tangency; thence South 26°09' West along said West line

258.79 feet; thence North 63°51' West 180.54 feet to the point of beginning.

The Association is organized and shall be operated to perform the functions and provide the services contemplated in the Declaration of Condominium for Donner Place, A Condominium Project, hereinafter the "Declaration", which document is to be recorded in the office of the County Recorder for Salt Lake County, state of Utah. No dividends shall be paid and no part of the net income of the Association, if any, shall be distributed to the members, Trustees, or officers of the Association, except as otherwise provided herein, in the Declaration, or by law.

ARTICLE IV

POWERS

Subject to the purposes declared in Article III above and any limitations herein expressed, the Association shall have and may exercise each and all of the following powers and privileges:

(a) The power to do any and all things that the Association is authorized or required to do under the Declaration, as the same may from time to time be amended, including, without limiting the generality of the foregoing, the specific power to fix, levy, and collect the charges and assessments provided for in said Declaration;

(b) The power to purchase, acquire, own, hold, lease, mortgage, sell, and dispose of any and all kinds and character of real, personal, and mixed property (the foregoing particular enumeration in no sense being used by way of exclusion or limitation), and while the owner of any of the foregoing, to exercise all rights, powers, and privileges appertaining thereto; and

(c) The power to do any and all things that a non-profit corporation may now or hereafter do under the laws of the state of Utah.

ARTICLE V

MEMBERSHIP

The members of the Association shall be all record owners of condominiums in the Project, as such owners are shown on the records of Salt Lake County, state of Utah. The term record owner shall not include any mortgagee, trustee, or beneficiary under any mortgage, trust deed, or other security instrument by which a condominium or any part thereof is encumbered (unless such mortgagee, trustee, or beneficiary has acquired title for other than security purposes), nor shall it include persons or entities purchasing a condominium under contract (until such contract is fully performed and legal title

conveyed). If record ownership of a condominium in the Project is jointly held, the membership appertaining to such condominium shall also be jointly held. Membership in the Association shall be mandatory and not optional. Each membership in the Association shall be appurtenant to and shall not be separated from the condominium to which it relates. No person or entity other than an owner of a condominium in the Project may be a member of the Association.

ARTICLE VI

MEMBERSHIP CERTIFICATES

The Association may issue certificates of membership, but such certificates shall not be necessary to evidence membership in the Association. Membership in the Association shall begin immediately and automatically upon becoming a record owner of the condominium to which such membership appertains and shall cease immediately and automatically upon ceasing to be a record owner of such condominium.

ARTICLE VII

VOTING RIGHTS

All voting rights of the Association shall be exercised by the members, each membership being entitled to the number of votes relating to the condominium appertaining to such membership, as set forth in the Declaration. If a membership is jointly held, any or all holders thereof may attend any meeting of the members, but such holders must act unanimously to cast the votes relating to their joint membership. Any designation of a proxy to act for joint holders of a membership must be signed by all such holders. With respect to matters to be voted upon by the members as provided in the Declaration, the voting requirements and proportions shall be as set forth in the Declaration.

ARTICLE VIII

ASSESSMENTS

Members of the Association shall be subject to assessments by the Association from time to time in accordance with the provisions of the Declaration and shall be liable to the Association for payment of such assessments. Members shall not be individually or personally liable for the debts or obligations of the Association.

ARTICLE IX

PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial principal office of the Association (which is located at the Project) is 910 Donner Way, Salt Lake City, Utah 84108 and the name of the initial registered agent of the Association at such address is Leonard J. Lewis.

ARTICLE X

BOARD OF TRUSTEES

The affairs of the Association shall be managed by a Board of Trustees, consisting of not less than three (3) Trustees, as prescribed in the Bylaws. Until such time as the responsibility for electing the Trustees of the Association is turned over to the members in accordance with Utah law, Donner Place, Inc. shall have the exclusive right to appoint such Trustees. Except for Trustees appointed as herein provided, Trustees must be members of the Association. The number of Trustees constituting the initial Board of Trustees shall be four (4). The names and addresses of the persons who are to serve as Trustees until the first annual meeting of the members held after responsibility for electing Trustees is turned over to the members and until the successors of such Trustees are elected and shall qualify are as follows:

NAME	ADDRESS
1. Leonard J. Lewis	141 East First South Salt Lake City, Utah 84111
2. Paul W. Huish	2906 Sherwood Drive Salt Lake City, Utah 84108
3. Bruce J. McDermott	1116 Bonneville Drive Salt Lake City, Utah 84108
4. Alan E. Huish	2784 Lancaster Drive Salt Lake City, Utah 84108

ARTICLE XI

MANAGER

The Board of Trustees may by written contract delegate to a professional management organization or individual such of its managerial duties, responsibilities, functions, and powers as are properly delegable.

ARTICLE XII

BYLAWS AND RULES AND REGULATIONS

The Board of Trustees may adopt, amend, repeal, and enforce Bylaws and reasonable rules and regulations governing the operation of the Association and the operation and use of the Project, to the extent that the same are not inconsistent with these Articles of Incorporation or the Declaration.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator of the Association are as follows:

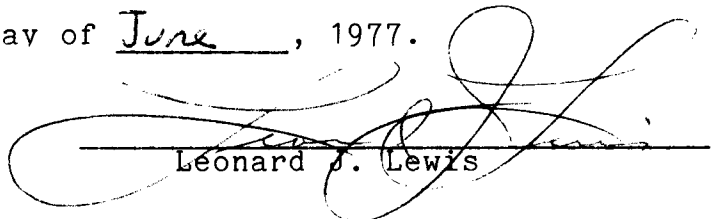
NAME	ADDRESS
Leonard J. Lewis	141 East First South Salt Lake City, Utah 84111

ARTICLE XIV

AMENDMENTS

These Articles of Incorporation may be amended in accordance with Utah law upon the affirmative vote of not less than fifty-one percent (51%) of the total number of votes of the Association.

DATED this 22nd day of June, 1977.



Leonard J. Lewis

VERIFICATION

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

On the 22nd day of June, 1977, personally appeared before me Leonard J. Lewis, who, being by me duly sworn, declared that he is the incorporator of The Donner Place Owners Association, that he signed the foregoing Articles of Incorporation of The Donner Place Owners Association as incorporator of

such nonprofit corporation, and that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day of June, 1977.

Brent J. Hargreaves
NOTARY PUBLIC
Residing at Salt Lake City, Utah

My Commission Expires:

9-28-78