

RESTATED  
ARTICLES OF INCORPORATION  
of  
SCARE CANYON RANCH ASSOCIATION

The undersigned hereby restate the Articles of Incorporation for Scare Canyon Ranch Association, a Utah nonprofit corporation, pursuant to the Utah Revised Nonprofit Corporation Act (“Act”) as follow:

ARTICLE I Name

- 1.1 The name of the corporation is Scare Canyon Ranch Association (“Association”).

ARTICLE II Duration

- 2.1 The period of duration of this corporation is perpetual.

ARTICLE III Purposes

The purposes for which the corporation is organized are:

- 3.1 The Association shall continue to be organized as a nonprofit corporation and shall be operated to include the improvement, repair and/or maintenance of private roads, equipment, development of springs and water systems, and control of grazing, hunting and other activities on property within the Association.
- 3.2 The general purposes and powers are:
- (a) To exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association arising from the Association’s governing documents recorded as by-laws against the property within Scare Canyon, as amended, from time to time, and recorded or to be recorded in the office of the Cache County Recorder.
  - (b) To enforce applicable provisions of Association's governing documents, and any other instruments, for the management and control of the lots within the Association; to fix, levy, collect payment by any lawful means, all charges or assessments pursuant to the terms of the governing documents; to contract for and pay all expenses in connection with the maintenance relating to the common area (as defined in the governing documents); to employ personnel reasonably necessary for administration of the common area; and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and special assessments which are or would become a lien on any portion of the Properties.
  - (c) To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which a corporation organized

under the Utah Revised Nonprofit Corporation Act by law may now or hereafter have or exercise; and

- (d) To act in the capacity of principal, agent, joint venturer or partner, or otherwise.

The foregoing statement of purposes shall be construed as a statement of both powers and purposes, and powers and purposes in each clause shall not be limited or restricted by reference to or interference from the terms or provisions of any other clause, but shall be broadly construed as independent powers and purposes. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

#### ARTICLE IV Non-Profit

- 4.1 The Association is organized pursuant to the Utah Revised Nonprofit Corporation Act as a non-profit corporation.

#### ARTICLE V Principal Office

- 5.1 The principal office for the transaction of the business of the Association is located in Roy City, Weber County, State of Utah, at the following street address: 3165 West 5700 South, Roy, Utah 84037. This address will change with election of new President

#### ARTICLE VI Membership in the Corporation and Voting Rights

- 6.1 Every owner of a lot shall be a member of the Association and no owner of a lot shall have more than one membership in the Association. Membership in the Association shall not be assignable, except to the successor in interest of the owner of a lot (including a Mortgagee) and every membership in the Association shall be appurtenant to and may not be separated from the fee ownership of such lot. Ownership of such lot shall be the sole qualification for membership in the Association.
- 6.2 No member shall be issued a certificate of membership in the Association. The number of membership interests may be equal to or less than the number of lots in Scare Canyon Ranch.

- 6.3 The Association membership held by any owner of a lot shall not be transferred, pledged or alienated in any way, except upon the sale or encumbrance of such lot, and then only to the purchaser or mortgagee of such lot. Any attempt to make a prohibited transfer is void and will not be reflected upon the books and records of the Association. A Member who has sold his lot to a contract purchaser under an agreement to purchase shall be entitled to delegate to such contract purchaser his membership rights in the Association. Such delegation shall be in writing and shall be delivered to the Board of Directors before such contract purchaser may vote. However, the contract seller shall remain liable for all charges and assessments attributable to his lot until fee title to the lot sold is transferred. The Board of Directors shall have the right to charge a reasonable assessment against any owner and his lot equal to the cost of the Association of effectuating any such transfer of his membership upon the books of the Association.

6.4 Classes of Voting Membership. The Association shall have one (1) class of voting membership respecting the lots. There shall be one (1) membership interest associated with each lot, which membership interest shall be reflected on the records of the Association in the name of the record owner of the lot as set forth in the Cache County Recorder's Office records. When more than one person holds a membership interest in any lot, in no event shall more than one (1) vote be cast with respect to that lot. Voting and use of a member's lot shall be set forth in accordance with the Declaration and Bylaws recorded against the lots.

6.5 Vote Distribution. Members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any lot, all such owners shall be members and may attend any meetings of the Association, but only one such owner shall be entitled to exercise the vote to which the lot is entitled. Such owners may, from time to time, all designate in writing one of their number to vote. Fractional votes shall not be allowed and the vote for each lot shall be exercised, if at all, as a unit. Where no voting owner is designated or if such designation has been revoked, the vote for such lot shall be exercised as the majority of the owners for such lot mutually agree. Unless the Board of Directors receives a written objection from an owner, it shall be presumed that the corresponding voting owner is acting with the consent of his or her owners. No vote shall be cast for any lot where the majority of owners, present in person or by proxy and representing such lot, cannot agree to vote or other action. The non-voting owner or owners shall be jointly and severally responsible for all of the obligations imposed upon the jointly held lot. All agreements and determinations lawfully made by the Association in accordance with the voting established herein, or by the Bylaws of the Association, shall be deemed to be binding on all owners, their successors and assigns. Voting shall be subject to the restrictions and limitations provided in the Declaration and Bylaws of the Association.

## ARTICLE VII Governing Board

7.1 The Association shall be governed by a Board of Directors consisting of a minimum of 8 members who are each owners of lots and members of the Association. The number of Directors may be changed by a duly adopted amendment to the Bylaws of the Association. No member may serve on the Board of Directors who is a member of another landowners association or who is more than 60 days delinquent in the payment of Association assessments. The names and addresses of the persons to act as the Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Mark Ross	3165 W 5700 S Roy UT. 84067
2. Chris Roby	1043 9 <sup>th</sup> St. Ogden UT. 84404
3. Robert Wallis	1073 E 2950 N Ogden UT. 84414
4. Cory Thomspn	2888 S Marilyn Dr. Ogden UT 84403
5. Joel Thomson	281 7 <sup>th</sup> St. #2 Ogden UT 84404
6. Doug Stuart	1877 N 450 E N Ogden UT. 84414
7. JD Casperson	2845 N 5150 W Plain City UT. 84404
8. Paul Rochell	

ARTICLE VIII  
Registered Agent

8.1 The name and street address of the Registered Agent is Lorie J. Ross, 3165 W. 5700 S., Roy, Utah 84067.

ARTICLE IX  
Amendment

9.1 Amendment to these Articles of Incorporation shall require the vote or written consent of the owners representing at least a majority of the voting power of the Association.

ARTICLE X  
Dissolution

10.1 The Association may be dissolved with the vote or written consent of the membership representing at least a majority of the voting power of the Association, subject to the requirements of the Declaration.

10.2 The Association is one which does not contemplate pecuniary gain or profit to the members thereof, and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such dedication is refused acceptance, such assets shall be disposed of in such manner as may be directed by decree of the Court of Weber County, State of Utah, upon petition therefor by any person concerned in the liquidation.

IN WITNESS WHEREOF, the undersigned president of the Scare Canyon Ranch Association hereby certifies that the number of votes cast by the members for these Restated Articles of Incorporation was sufficient for approval by the members, and that I have executed these Restated Articles of Incorporation for the Association this \_\_\_\_ day of \_\_\_\_\_, 2014.

President: MARK A. ROSS

Vice President: CHRIS ROBY

Board Member: ROBERT WALLIS

I hereby accept appointment as Registered Agent for the Association.

REGISTERED AGENT:

LORIE J. ROSS

STATE OF UTAH                    )  
  :SS.

COUNTY OF WEBER                )

Mark Ross, being first duly sworn upon oath, deposes and says that he is the President of the Scare Canyon Ranch Association, that he is authorized in behalf of the Scare Canyon Ranch Association to execute the foregoing RESTATED ARTICLES OF INCORPORATION, and acknowledged before me that he executed the same.

NOTARY PUBLIC