

174237

COPY

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State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed
and approved as required by the
in the office of this Division and hereby issue
this certificate thereof.

ARTICLES OF INCORPORATION
OF THE
STONE CLIFF OWNERS ASSOCIATION, INC.

Examiner _____ Date: 3-4-95

(A Utah Non-Profit Corporation)



Karla S. Woods
KARLA T. WOODS
Division Director

I, the undersigned, desiring to form a corporation pursuant to the Utah Non-Profit Corporation and Cooperative Association Act, do hereby adopt the following Articles of Incorporation:

RECEIVED

MAR 03 1995

Utah Div. of Corp. & Comm. Code

ARTICLE I

The name of the Corporation is STONE CLIFF OWNERS ASSOCIATION, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes of this Corporation, which is organized as a non-profit corporation, shall be to exercise all the powers and privileges and to perform all of the duties and obligations of the Stone Cliff Owners Association as set forth in the Declaration of Covenants, Conditions and Restrictions of Stone Cliff, a planned unit development (the "Stone Cliff PUD"), as recorded in the office of the County Recorder of Washington County, State of Utah, as the same may be amended from time to time as therein provided (the "Declaration"), and to acquire, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property, including Common Areas and Facilities (as defined in the Declaration, in connection with the affairs of the Corporation, subject to the limitations contained in the Declaration.

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To do everything necessary and proper for the accomplishment of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the Corporation and, in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether or not such business is similar in nature to the purposes set forth in the Articles on Incorporation of the Corporation, or any amendment thereof.

ARTICLE IV

This Corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends and no part of its net earnings shall inure to the benefit of any member, trustee or individual. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively for the purposes set forth in Article III hereof.

The Board of Trustees of the Corporation may designate such committee or committees as it determines in accordance with law to exercise such authority as the Board of Trustees shall delegate in the resolution designating such committee or committees.

ARTICLE V


The number of Trustees constituting the initial governing board, known as the Board of Trustees, is three (3), and the names and addresses of the persons who are to serve as Trustees until the first annual meeting of the members or until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Norman R. Dobson	1450 South 2600 East St. George, Utah 84770
Bradford J. Dobson	1450 South 2600 East St. George, Utah 84770
Raymond N. Jones	1450 South 2600 East St. George, Utah 84770

The Declarant under the Declaration shall have the right to appoint annually all members of the Board of Trustees for as long as the Declarant has the right to appoint the members of the Architectural Review Committee pursuant to the provisions of Section I of Article VIII of the Declaration. Thereafter, such right to appoint the Board of Trustees shall transfer to the members of the Association in accordance with the provisions of the Bylaws and Declaration.

ARTICLE VI

The initial registered agent and registered address of the Corporation shall be Norman R. Dobson, 1450 South, 2600 East, St. George, Utah 84770. The undersigned hereby accepts and acknowledges appointment as the initial registered agent of this Corporation and confirms that he meets the necessary requirements.


 Norman R. Dobson
 Registered Agent

ARTICLE VII

The incorporator of the Corporation is the following:

<u>Name</u>	<u>Address</u>
Norman R. Dobson	1450 South 2600 East St. George, Utah 84770

ARTICLE VIII

In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the Corporation shall be distributed in accordance with Utah Code Ann. Section 16-6-63 (1953) as the same may be amended from time to time.

ARTICLE IX

The location and street address of this Corporation's initial principal office is 1450 South 2600 East, St. George, Utah 84770.

ARTICLE X

The Corporation has members. Each member is and must be an owner of a Lot in the Stone Cliff PUD, as said Lots are defined in the Declaration. There shall be a vote attributable to each Lot as described in the Declaration, which vote shall be exercisable by the member (whether one or more persons or entities) owning the Lot. In the event there is more than one Owner (as defined in the Declaration) of a particular Lot, the vote relating to such Lot shall be exercised as such Owners may determine among themselves. A vote cast at any meeting by any of such Owners shall be conclusively presumed to be the vote attributable to the Lot concerned unless an objection is made, in which case the vote involved shall not be counted for any purpose whatsoever other than to determine whether a quorum exist.

The Owner of each Lot shall be entitled to one vote for each Trustee to be elected. Such votes may be voted in favor of as many candidates for Trustee as the Owner desires, and may not be cumulated; provided, however, that such voting rights of Owners shall be subject to any voting rights of Declarant as defined and set forth in the Declaration.

ARTICLE XI

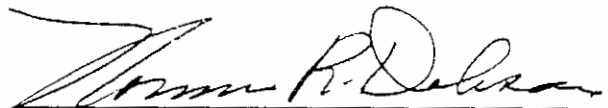
Bylaws will be hereafter adopted. Such Bylaws may be amended or replaced, in whole or in part, in the manner prided therein, and the amendments to the Bylaws shall be binding upon all members.

ARTICLE XII

The Corporation shall indemnify its officers, trustees, agents and other persons against liabilities incurred by them that result from their acts that are performed in furtherance of the business of the Corporation to the full extent now or hereafter permitted by the laws of the State of Utah.

IN WITNESS WHEREOF, the above-named incorporator has executed these Articles of Incorporation this 2nd day of March, 1995.

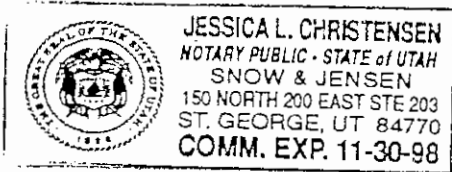
INCORPORATOR:



Norman R. Dobson

STATE OF UTAH)
COUNTY OF Washington) : ss.

I, a Notary Public, hereby certify that on the 2nd day of March, 1995, personally appeared before me Norman R. Dobson, who being by me first duly sworn, did declare that he is the person who signed the foregoing Articles of Incorporation as the incorporator, and the statements therein contained are true.



Jessica L. Christensen
NOTARY PUBLIC
Residing at: St. George, UT.

My Commission Expires:

11-30-98

RECEIVED
STATE TAX COMMISSION

MAY 27 2004

OPERAT - ST. GEORGE
BY _____

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
STONE CLIFF OWNERS ASSOCIATION, INC.
(a Utah Non-Profit corporation)**

These Articles of Amendment to Articles of Incorporation of Stone Cliff Owners Association, Inc., a Utah Non-Profit Corporation (hereinafter "Association") was approved and adopted in a special meeting of the members of the Association on June 21, 2003.

RECITALS

- A. The Articles of Incorporation of the Association were signed on March 2, 1995 and filed with the Utah Division of Corporations on March 3, 1995.
- B. The Board of Trustees of the Association called a special meeting of the members of the Association which was held on June 21, 2003.
- C. A quorum of at least a majority of the votes of the association were present at said meeting either in person or by proxy and the number of votes cast for this Amendment by the members was sufficient for approval of this Amendment by the members.

AMENDMENT

The members of Stone Cliff Owners Association, Inc., a Utah Non-Profit Corporation, pursuant to Utah Code Ann. § 16-6a-1003 of the Utah Revised Nonprofit Corporation Act, adopted the following Amendments:

FIRST

Amendment to Article. Article V is hereby amended so that after amendment the text of the Article will be fully deleted.

SECOND

Amendment to Article. Article X is hereby amended so that after amendment it will read as follows:

The Corporation has members. Each member is and must be an owner of a Lot in the Stone Cliff PUD, as said Lots are defined in the Declaration. There shall be a vote attributable to each Lot as described in the Declaration, which vote shall be exercisable by the member (whether one or more persons or entities) owning the Lot. In the event there is

more than one Owner (as defined in the Declaration) of a particular Lot, the vote relating to such Lot shall be exercised as such Owners may determine among themselves. A vote cast at any meeting by any of such Owners shall be conclusively presumed to be the vote attributable to the Lot concerned unless an objection is made, in which case the vote involved shall not be counted for any purpose whatsoever other than to determine whether a quorum exists.

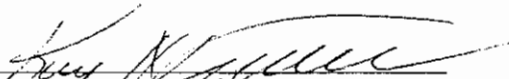
THIRD

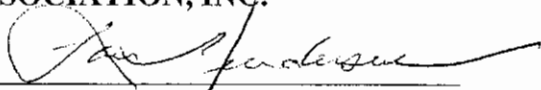
Articles of Incorporation Shall Remain in Full Force and Effect. The Articles of Incorporation of the Stone Cliff Owners Association, Inc., shall in all other respects remain in full force and effect.


IN WITNESS WHEREOF, the Board of Trustees have executed these Articles of Amendment to Articles of Incorporation of Stone Cliff Owners Association, Inc.

BOARD OF TRUSTEES:

STONE CLIFF OWNERS ASSOCIATION, INC.


By: Kay H. Traveller
Its Trustee


By: Lon E. Henderson
Its Trustee

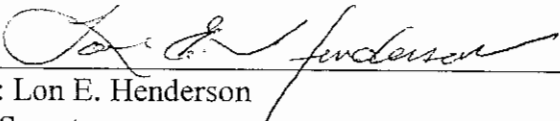

By: Don Gibbs
Its Trustee

CERTIFICATION

The undersigned Secretary of Stone Cliff Owners Association, Inc., hereby certifies that a Meeting of the Association was held on June 21, 2003, at 2241 East Cobalt Drive, St. George, Utah, after providing written notice to the Members of the Association 10 to 50 days prior to the Meeting. A majority of the Members attended the meeting in person or by proxy and a majority of the Members of the Association voted to amend the Articles of Incorporation as set forth above. There were 170 outstanding shares and 110 votes in favor of the amendment and none were opposed with 60 shares not voting (there is only one class of stock). The amendment affects that certain real property located in

Washington County, State of Utah, which is more particularly described in Exhibit A, which is attached hereto and incorporated herein by this reference.

STONE CLIFF OWNERS ASSOCIATION, INC.


By: Lon E. Henderson
Its Secretary