

STATE OF NEVADA)
COUNTY OF Clark) SS.



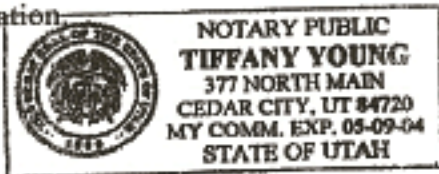
Subscribed and sworn to before me this 21 day of March, 2002 by Martin Shurtleff as President and Chairman of the Board of Directors of the Meadow View Heights Owners Association.

Cheryl Moody
Notary Public
Residing at: Clark County

My Commission Expires:

STATE OF UTAH)
COUNTY OF Iron) SS.

Subscribed and sworn to before me this 27 day of March, 2002 by Karen Johnson, as Treasurer and Director of the Meadow View Heights Owners Association.



Tiffany Young
Notary Public
Residing at: Iron County

My Commission Expires:

5/9/04

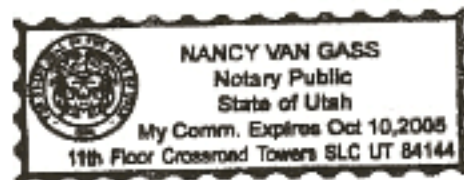
STATE OF UTAH)
COUNTY OF Salt Lake) SS.

Subscribed and sworn to before me this 1 day of April, 2002 by Paula Shepherd, as Director of the Meadow View Heights Owners Association.

Nancy van Gass
Notary Public
Residing at: 11th Floor Crossroad Towers
S.L.C., St., UT 84141

My Commission Expires:

Oct 10, 2005



04-12-02P12:11 RCVD

SHEPHERD

AMENDMENT

CO 776274

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

THE MEADOW VIEW HEIGHTS OWNERS ASSOCIATION

RECEIVED
APR 12 2002

Utah Div. of Corp. & Comm. Code

Pursuant to the provisions of the Utah Revised Nonprofit Corporation Act, this Corporation executes the following Amended and Restated Articles of Incorporation as an amendment to its previous Articles of Incorporation and for the purpose of restating its Articles of Incorporation, as amended hereby, in a single instrument. The previous Articles of Incorporation of this Corporation are revised and entirely superseded by these Amended and Restated Articles of Incorporation.

ARTICLE I NAME AND ADDRESS

I.1 The name of the Corporation is: THE MEADOW VIEW HEIGHTS OWNERS ASSOCIATION, hereinafter referred to as "Association" and "Corporation". The mailing address of the Association is P.O. Box 1161, Duck Creek Village, Utah, 84762.

JBB

ARTICLE II DEFINITIONS

II.1 "Association" and "Corporation" shall mean and refer to THE MEADOW VIEW HEIGHTS OWNERS ASSOCIATION.

II.2 "Owner" shall mean and refer to the record Owner of any lot within Meadow View Estates Subdivision, Units A, B, C, and D, and Meadow View Heights Subdivision, Units E and F, as it appears on the records of the Kane County Recorder, except that in the case of a contract sale of any such lot, "Owner" shall mean the contract buyer of such lot.

II.3 "Member" or "Membership" shall mean and refer to all Owners of lots within any of the subdivision units identified at paragraph II.2 above.

II.4 "Member in good standing" shall mean a member who is current in his, her, or its dues and obligations.

ARTICLE III DURATION

III.1 The period of duration of this Association is perpetual.

Date: 04/12/2002
Receipt Number: 547482
Amount Paid: \$16.80

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State of Utah
Department of State
Division of Corporation and Commercial Code
I hereby certify that the foregoing has been filed
and recorded on the 12 day of APR 20 02
in the office of this Division and hereby issued
this Certificate thereof.
Examiner: B. Yeates Date: 4-17-02

**ARTICLES IV
PURPOSE**

IV.1 To act and operate exclusively as a nonprofit Corporation pursuant to the laws of the State of Utah in order to provide the owners of lots in the hereinbefore designated subdivision units with those services desirable and necessary to the health and well being of such owners and to the enhancement and preservation of the recreational and scenic values essential to a proper enjoyment of such subdivision lots by such owners.

IV.2 To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are consistent with those powers described in the Utah Revised Nonprofit Corporation Act, as amended and supplemented.

IV.3 To determine dues required for services provided to lot owners within the subdivision units designated above.

IV.4 To take such reasonable measures as may preserve the natural state of the common areas of the said subdivisions.

IV.5 To act as an advocate for residents of Meadow View Heights and to be a liaison to government and public organizations for promotion of the common good of the subdivisions

IV.6 The foregoing objects and powers are in addition to any other and further powers authorized by the members.

**ARTICLE V
MEMBERSHIP**

V.1 This Corporation shall have voting members. Ownership of any lot within Meadow View Estates Subdivision, Units A, B, C & D, or Meadow View Heights Subdivision, Units E or F, shall be inseparably connected with membership in the Meadow View Heights Owners Association, upon amendment of the applicable Declarations of Restrictions to so state.

V.2 Further, upon amendment of the applicable Declarations of Restrictions to so state, each Owner of any such lot shall be a member of this Association, provided that no Owner shall have more than one vote on any Association matter. Each member shall comply with these Articles of Incorporation and the Bylaws of the Association and all amendments to the same.

V.3 In the event that any court of competent jurisdiction determines for any reason that mandatory membership in Meadow View Heights Owners Association cannot be enforced as to a lot owner with existing ownership rights, then mandatory membership shall nevertheless be enforced as to all grantees, successors or assigns of said lot owner who acquire any interest in any such lot at any time after amendment of the applicable Declarations of Restrictions to require mandatory membership.

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V.4 Until amendment of the applicable Declarations of Restrictions to require mandatory membership, membership in this Corporation shall continue to be voluntary.

V.5 The Board of Directors or Members of the Association may enact rules and regulations not inconsistent with these Articles of Incorporation further defining the rights and obligations of members

V.6 This Corporation shall not issue shares of stock.

ARTICLE VI BOARD OF DIRECTORS

VI.1 The number of members comprising the Board of Directors of the Association has heretofore been six. Upon adoption of these Amended and Restated Articles of Incorporation, the number of Directors shall be increased to seven, which seventh seat shall be filled by the members at the annual meeting first occurring after adoption of these Amended and Restated Articles of Incorporation. The number of members comprising the Board of Directors of the Association shall thereafter be as set forth in the Bylaws of the Association.

ARTICLE VII DISSOLUTION

VII.1 Upon dissolution of the Corporation, the assets thereof shall be distributed to a successor organization performing the same function as this Corporation, or if none, to a governmental entity performing the same function as this Corporation. Any such assets not so disposed of shall be disposed of by the Sixth Judicial District Court for Kane County, State of Utah, to a successor organization or governmental entity which, as nearly as practical, performs the same function as this Corporation.

ARTICLE VIII AMENDMENTS

VIII.1 The Articles of Incorporation may be amended, altered, repealed or added to by a vote of the simple majority of all eligible members.

ARTICLE IX INCORPORATORS

IX.1 The names and addresses of the incorporators are:

Sheila Gebhardt
715 Fieldview Avenue
Duarte, CA 91010

Carl Gebhardt
715 Fieldview Avenue
Duarte, CA 91010

Sharon May
1528 Kay Court
Boulder City, NV 89005


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**ARTICLE X
REGISTERED OFFICE AND AGENT**

- X.1 The street address of the Corporation's registered office in the State of Utah shall be: 190 West Center, Kanab, Utah 84741.
- X.2 Such office may be changed at any time by the governing board without amendment of these Articles of Incorporation.
- X.3 The Corporation's registered agent at such registered office shall be:
L. Edward Robbins.

CERTIFICATION AND STATEMENT OF ADOPTION

In Witness Whereof, We, the Undersigned, Martin Shurtleff, Karen Johnson, and Paula Shepherd, have executed these Amended and Restated Articles of Incorporation in duplicate effective this Second day of March, 2002, and do severally state as follows: that they are respectively the President and Chairman of the Board of Directors; Treasurer and Director; and Director of said Association; that they have signed these Amended and Restated Articles of Incorporation in their respective capacities as Officers and Directors of said Association; that the same are true of their own knowledge, information and belief; and that by so signing do hereby certify that the foregoing Amended and Restated Articles of Incorporation of The Meadow View Heights Owners Association were adopted on the 2nd day of March, 2002 by the affirmative vote of 147 members of The Meadow View Heights Owners Association, which number constitutes Fifty-three percent (53%) of the entire membership of said Association, the original Articles of Incorporation requiring only a simple majority of all eligible members for their amendment.



Martin Shurtleff
President and Chairman of the Board of
Directors of the Meadow View Heights
Owners Association



Karen Johnson
Treasurer and Director of the Meadow View
Heights Owners Association



Paula Shepherd
Director of the Meadow View Heights
Owners Association

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ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT


The undersigned, a resident of the State of Utah, having his business office at the address identified in the foregoing Articles of Incorporation hereby consents to and acknowledges his appointment as the Registered Agent for The Meadow View Heights Owners Association in the State of Utah and agrees to carry out the duties of a Registered Agent for this non-profit Corporation.

DATED this 11th day of April, 2002.

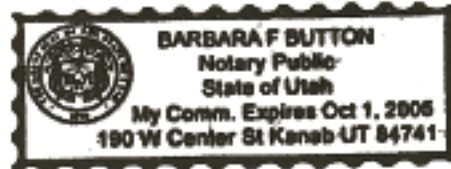

L. Edward Robbins

STATE OF UTAH)
) SS.
COUNTY OF KANE)

SUBSCRIBED AND SWORN TO BEFORE ME this 11th day of Apr. 2002.


Notary Public
Residing at: Kanab

My Commission Expires:
10-1-2005



04-12-02P12:11 RCVD