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

Hereby certify that the foregoing has been filed  
approved on the 30th day of Aug 1993  
the office of this Division and hereby issue  
this Certificate thereof.

1993 AUG 30 AM 10:12

Examiner J. Smullen Date 8-30-93



Karla S. Woods

KORLA T. WOODS  
Division Director

## ARTICLES OF INCORPORATION

OF

### MESA HILLS SUBDIVISION (UNITS 1, 2 AND 3) HOMEOWNERS ASSOCIATION, INC.

BARRY CHURCH, the undersigned natural person over the age of twenty-one years, acting as incorporator of a nonprofit corporation pursuant to the Utah Nonprofit Corporation and Cooperative Association Act, hereby adopts the following Articles of Incorporation for said corporation:

#### ARTICLE I

##### NAME

The name of the nonprofit corporation is MESA HILLS SUBDIVISION (UNITS 1, 2 AND 3) HOMEOWNERS ASSOCIATION, INC. (the "Association").

#### ARTICLE II

##### PERIOD OF DURATION

The period of duration of the Association shall be PERPETUAL.

#### ARTICLE III

##### PURPOSES

The Association is organized as a nonprofit corporation and shall be operated exclusively for the purpose of owning, maintaining, operating, and governing utilities, common areas, and other common assets of the Mesa Hills Subdivision (Units 1, 2 and 3), located in Iron County, State of Utah. The Association is organized and shall be operated to perform the functions and provide the services contemplated herein, in the bylaws of the Association, and in the Declaration of Covenants, Conditions and Restrictions of Mesa Hills Subdivision (Units 1, 2 and 3) recorded in relation to the subdivision (hereafter the "Declaration"), Unit 1 recorded October 23, 1990, Book 422, pages 614-636, Entry No. 302321; Unit 2 recorded May 4, 1992, Book 450, pages 460-489, Entry No. 315913; Unit 3 recorded April 28, 1993, Book 473, pages 589-610, Entry No. 326275, and such other properties as may be developed by Mesa Hills Development, Inc., a Utah corporation, in the same general area of the Mesa Hills Planned Community. No dividends shall be paid and no part of the net income of the Association, if

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any, shall be distributed to the members, trustees, or officers of the Association, except as otherwise provided herein, or by law.

## **ARTICLE IV**

### **POWERS**

In addition to having the power to do any and all things that a nonprofit corporation may now or hereafter do under the laws of the State of Utah, the Association shall have the power to do any and all things that the Association is authorized or required to do under the bylaws of the Association, or the Declaration, as the same may from time to time be amended, including the specific power to fix, levy and collect the charges and assessments as provided in the Declaration.

## **ARTICLE V**

### **MEMBERSHIP**

The Association shall have members, all of which shall be of one class only, and the members of the Association shall be all record owners of lots in the Mesa Hills Subdivision (Units 1, 2 and 3) and as record owners of lots developed hereafter by Mesa Hills Development, Inc., in the same general area of The Mesa Hills Planned Community, as such owners are shown on the records of Iron 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 lot 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 lot under contract until such contract is fully performed and legal title conveyed. If record ownership of a lot in the Subdivision is jointly held, the membership appertaining to such lot 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 lot to which it relates. No person or entity other than a record owner of a lot in the Subdivision may be a member of the Association.

## **ARTICLE VI**

### **STOCK AND MEMBERSHIP CERTIFICATES**

The Corporation shall not issue stock. 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 lot to which such membership appertains and shall cease immediately and automatically upon ceasing to be a record owner of such lot.

## **ARTICLE VII**

### **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, the bylaws and applicable law and shall be liable to the Association for payment of such assessments.

## **ARTICLE VIII**

### **INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT**

The initial principal office of the Association shall be located at 280 South Kimberly, Cedar City, Utah, where the initial registered agent of the Association shall be Warren Anderson.

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## **ARTICLE IX**

### **INITIAL BOARD OF TRUSTEES**

The affairs of the Association shall be managed by a Board of Trustees. Except for this initial Board of Trustees, Trustees must be members of the Association. The initial Board shall consist of three Trustees, and the names and addresses of the persons who are to serve as Trustees on the initial Board are as follows:

Barry Church

2671 Vista Del Sol  
Las Vegas, Nevada 89120

Myron Armstrong

2160 West Sunset Pointe Dr.  
Cedar City, Utah 84720

David Carter

2234 West 350 South  
Cedar City, Utah 84720

**ARTICLE X**  
**MANAGEMENT**

The Board of Trustees may delegate to a professional management organization or individual such of its managerial duties, responsibilities, functions and powers as are properly delegable. Such delegation shall be valid, however, only if made by written contract.

**ARTICLE XI**  
**BYLAWS, RULES AND REGULATIONS**

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

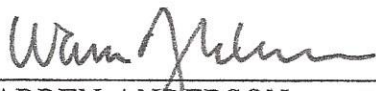
**ARTICLE XII**  
**INCORPORATOR**


The incorporator of the Association is Barry Church, 2671 Vista Del Sol, Las Vegas, Nevada, 89120.

DATED this 10 day of August, 1993.

REGISTERED AGENT:

INCORPORATOR:

  
\_\_\_\_\_  
WARREN ANDERSON  
280 South Kimberly  
Cedar City, Utah 84720

  
\_\_\_\_\_  
BARRY CHURCH  
2671 Vista Del Sol  
Las Vegas, Nevada 89120

### VERIFICATION

The undersigned, BARRY CHURCH and WARREN ANDERSON, hereby acknowledges that they are the signers of the above document, that they have read the same, that they know the contents thereof, and they acknowledge and verify that the matters set forth therein are true and correct to the best of their knowledge and belief.



BARRY CHURCH



WARREN ANDERSON