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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 on the 11 day of May, 1993
in the office of this Division and hereby issue
this Certificate thereof.

ARTICLES OF INCORPORATION

RECEIVED

MAY 11 1993

Utah Div. of Corp.
& Comm. Code

Examinor

Date 5-11-93

OF

Karla T. Woods
KORLA T. WOODS
Division Director

INN CONDOMINIUM OWNERS ASSOCIATION



KNOW ALL MEN BY THESE PRESENTS:

That in compliance with the requirements of Title 16, Chapter 6 of the Utah Code Annotated, 1953, concerning Nonprofit Corporations, we, the undersigned natural persons of the age of twenty-one (21) years or more, for the purpose of organizing a Nonprofit Corporation, do hereby adopt the following Articles of Incorporation for such Nonprofit Corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is: INN CONDOMINIUM OWNERS ASSOCIATION.



ARTICLE II

STATE OF INCORPORATION

This corporation is organized under the laws of the State of Utah.

ARTICLE III

PERIOD OF DURATION

The period of duration of the corporation shall be perpetual, unless earlier dissolved according to law.

ARTICLE IV

PURPOSES AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the condominium units, common area and facilities within that certain tract of property described as:

A portion of the northeast quarter of the northeast quarter of Section 17, Township 14 North, Range 5 East, Salt Lake Base and Meridian in Garden City, Rich County, Utah.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this corporation, and for this purpose:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of the Inn Condominiums at Harbor Village, hereinafter called "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Recorder, Rich County, State of Utah, and as the same may be amended from time to time as therein provided, including the enforcement of any and all covenants, restrictions, and agreements pertaining to the Condominium Project;

(b) Own, acquire, build, operate and maintain all of the

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common areas and facilities, including both real property and personal property, which are presently included in the Inn Condominium Project together with any such property which may hereafter be included;

(c) To fix, levy, collect and enforce payment by any lawful means, any and all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(d) To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(e) To borrow money, and with the assent of a majority of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members, provided that no such dedication or transfer shall be effective unless an instrument has been signed by a majority of the members, agreeing to such dedication, sale or transfer;

(g) To participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of a majority of the members;

(h) To have and to exercise any and all powers, rights and privileges which a corporation organized under Title 16, Chapter 6 of the Utah Code Annotated, 1953, by law may now, or hereafter, have or exercise; and

(i) To make and alter Bylaws, or resolutions, not inconsistent with these Articles of Incorporation, or with the laws of the State of Utah, for the administration and regulation of the affairs of the Corporation.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any condominium unit which is subject by Covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation unless and until said holder of a security interest has acquired title to any Condominium Unit which is subject to assessment by the Corporation pursuant to foreclosure or any proceeding in lieu of foreclosure. Membership shall be appurtenant to any may not be separated from ownership of any such unit which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The corporation shall have one class of voting membership which includes all Owners of condominium units each of whom shall be entitled to one (1) vote for each unit owned. When more than

one person holds an interest in a unit, all such persons shall be members. The vote for each such unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any condominium unit.

ARTICLE VII

TRUSTEES / BOARD OF DIRECTORS, SELECTION AND TERMS OF OFFICE

The affairs of the Corporation shall be managed by a board of seven (7) directors who need not be members of the Corporation. The initial board of directors shall consist of three (3) directors who shall hold office until the election of their successors for their respective terms. Beginning with the first annual meeting, the members, at each annual meeting, shall elect three (3) directors each for a term of three (3) years, with one (1) director being elected for a term of three (3) years at each third annual meeting. The initial board of directors shall consist of:

<u>Director</u>	<u>Address</u>
Dennis F. Bullock	460 Edgehill Dr. Providence, UT 84332
Robert R. Murray	445 East 200 South #9 Salt Lake City, UT 84111
Martha H. Bullock	460 Edgehill Dr. Providence, UT 84332

ARTICLE VIII

ADDITIONS TO PROPERTIES AND MEMBERSHIP

Additions to the properties described in Article II may be made only in accordance with the provisions of the recorded covenants and restrictions applicable to the Inn Condominium Project. such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this Corporation to such properties. Where the applicable covenants require that certain additions be approved by this Corporation, such approval must have the assent of a majority of the votes of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE IX

MERGER AND CONSOLIDATION

To the extent permitted by the laws of the State of Utah, the Corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes as is this Corporation.

ARTICLE X

DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such a dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted

to similar purposes.

ARTICLE XI

AMENDMENTS

Amendments of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XII

INCORPORATOR

The name and address of the incorporators are as follows:


Dennis F. Bullock	460 Edgehill Dr. Providence, UT 84332
Robert R. Murray	445 East 200 South #9 Salt Lake City, UT 84111
Martha H. Bullock	460 Edgehill Drive Providence, UT 84332


ARTICLE XIII

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is: 445 East 200 South #9, Salt Lake City, UT 84111, and the name of its initial registered agent at such address is: Robert R. Murray.

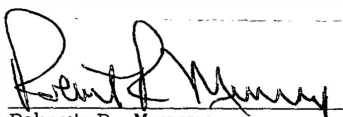
IN WITNESS WHEREOF, we, the undersigned original incorporators hereinabove named, have hereunto signed our names this 5th day of May, 1993.


Dennis F. Bullock


Robert R. Murray


Martha H. Bullock

The appointment of the undersigned as the initial registered agent of the Corporation is hereby accepted.

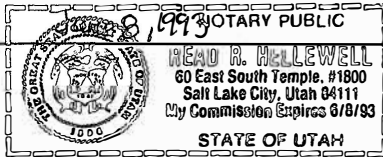

Robert R. Murray
Registered Agent

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

Dennis F. Bullock and Martha H. Bullock appeared before me in person on the 5th day of May, 1993, being by me first duly sworn, declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.

5th In witness whereof, I have hereunto set my hand and seal this day of May, 1993.

MY COMMISSION EXPIRES:



[Signature]
Notary Public

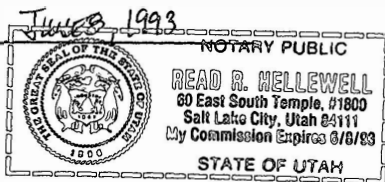
60 EAST SOUTH TEMPLE, 1800
Address SALT LAKE CITY, UT

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

Robert R. Murray appeared before me in person on the 5th day of May, 1993, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

5th In witness whereof, I have hereunto set my hand and seal this day of May, 1993.
AND REGISTERED AGENT

MY COMMISSION EXPIRES:



[Signature]
Notary Public

SALT LAKE CITY, UT
Address