

**ARTICLES OF INCORPORATION
OF RIDGESTONE HOMEOWNERS ASSOCIATION, INC.**

A Utah Non-Profit Corporation
(Pursuant to the provisions U.C.A. Section 16-6a-202)

I, the undersigned natural person being of the age of eighteen years or more, acting as incorporator under the Utah Revised Non-Profit Corporation Act, adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I
NAME**

The name of this corporation is RIDGESTONE HOMEOWNERS ASSOCIATION, INC. (also known as the "Corporation" or "Association").

**ARTICLE II
DURATION**

The period of duration of this Association shall be perpetual.

**ARTICLE III
PURPOSE**

1. The corporation is an association of homeowners and is organized and shall be operated as a nonprofit corporation for the purpose of maintaining and administering the common areas, collecting and disbursing the assessments and charges provided for in the Declaration and/or Bylaws, and otherwise administering, enforcing, and carrying out the terms, covenants and restrictions of the Declaration and Bylaws and any Rules and Regulations of the Association, and generally providing for and promoting the health, safety, and welfare of the Owners.

2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to the Association and to make payments and distributions in furtherance of the purposes set forth herein.

3. The Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 528(c) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV

MEMBERS & VOTING

The Association shall have Members. The terms and conditions of Membership will be set forth in the Bylaws of the Association. Members shall be entitled to vote in the affairs of the Association as set forth in the Declaration and Bylaws. Each Member shall be entitled to one (1) vote for each Unit owned by the Member.

ARTICLE V BYLAWS

Provisions for the regulation of the internal affairs of the Association shall be set forth in the Bylaws (U.C.A. Section 16-6a-206). The Bylaws are attached and recorded concurrently with the Declaration.

ARTICLE VI DIRECTORS

Unless otherwise amended in the Bylaws, the affairs of the Association shall be managed by a Board of Directors composed of three (3) to nine (9) individuals elected by the Association as set forth in the Bylaws. Each Director shall hold office until his/her successor has been duly elected and qualified.

The current names and addresses of the Directors are:

- | | | | |
|----|---|----|--|
| 1. | Stan Goodrich
P.O. Box 515
Payson, UT 84651 | 2. | Kelly Carter
P.O. Box 515
Payson, UT 84651 |
| 3. | Ryan Remkes
P.O. Box 515
Payson, UT 84651 | | |

ARTICLE VII INCORPORATORS

The Names and Addresses of the Incorporator are:

Samuel E. Bell, Esq.
644 East Union Square
Salt Lake City, UT 84070

ARTICLE VIII REGISTERED OFFICE AND AGENT

The address of the Association's registered agent and office shall be:

1119 South Orem Blvd.

Orem, UT 84059

Such office may be changed at any time by the Board of Directors/Management Committee without amendment to these Articles of Incorporation.

The Association's registered agent at such address shall be:

Jason Sucher

I hereby acknowledge and accept appointment as Association registered agent:

Signature of Jason Sucher

ARTICLE IX DISTRIBUTIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 528(c) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, as amended or supplemented.

ARTICLE X DISSOLUTION

Upon dissolution of the Association, the assets of the Association shall be dedicated to an appropriate business agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted for such similar purposes.

ARTICLE XI MISCELLANEOUS

1. Amendment. Any amendment of these Articles must be authorized and approved in the manner prescribed the Declaration relating to amendments. Any amendment so authorized and approved shall be accomplished in conformity with the law of the State of Utah.

2. Interpretation. The captions preceding the various portions of these Articles are for convenience and shall in no way affect the manner in which any provision hereof is construed. Whenever the context so requires, the singular shall include the plural, the plural shall include the singular, the whole shall include any part thereof, and any gender shall include both genders. The invalidity or unenforceability of any provision contained in these Articles shall not affect the validity or enforceability of the remainder hereof. These Articles have been prepared in conjunction with the Declaration and should be read in light of that fact and liberally so as to affect the purposes of both instruments. In the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

In Witness Whereof, I, Samuel E. Bell, Esq., have executed these Articles of Incorporation in duplicate this ____ day of _____, 2007, and say:

That I am an incorporator herein; that I have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of my knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters I believe to be true.

Samuel E. Bell, Esq., Incorporator