

ARTICLES OF INCORPORATION
FOR
MOUNTAIN VISTA BUSINESS CENTER ASSOCIATION
A NON-PROFIT CORPORATION

We, the undersigned, being natural persons and of the age of twenty-one (21) or more, acting as incorporators under the Utah Non-profit Corporation and Co-operative Act, adopt the following articles of incorporation for the Mountain Vista Business Center Association.

ARTICLE I

The name of the corporation shall be the Mountain Vista Business Center Association, a non-profit corporation in the State of Utah.

ARTICLE II

The period of existence and duration of the life of the Corporation shall be perpetual.

ARTICLE III

The Corporation is organized as a property owners corporation, pursuant to the laws of the State of Utah, for the following purpose:

To provide for the common and joint ownership and maintenance of properties within the area of the Mountain Vista Business Center in the City of Provo, County of Utah, State of Utah.

The statement of powers, objectives, and purposes specified herein, and the enumeration thereof, shall not limit or restrict in any manner the general powers now, or which may be conferred upon this corporation by the State of Utah.

ARTICLE IV

This Corporation shall be non-stock. No dividends or pecuniary profits shall be declared or paid to members thereof. No part of the net earnings of the Corporation shall inure to the individual benefit of any member, director, or individual. The Corporation shall be authorized and empowered to employ persons and to pay reasonable compensation for services to the corporation, and to make payments and distributions in furtherance of the purposes of the Corporation. The Corporation may do any other acts necessary to carry out its purposes.

ARTICLE V

The affairs and business of the Association shall be governed by its Board (the "Board") of Trustees, which Board shall consist of five (5) persons. Three of the seats on the Board shall be

occupied by the following persons of Provo City in an ex officio manner: Provo City Mayor or his/her appointee, Director of Economic Development or his/her appointee, Director of Community Development, or his/her appointee and the Provo City Parks Manager, or his/her appointee. The remaining one (1) seat shall be occupied by a Association Member (owner) appointed by the Mayor of Provo City until such time as fifty percent (50%) of the Center is sold to Owners, at which time, the Board will expand to seven (7) members with the additional two (2) seats being elected representatives of the Owners. These elected representatives may in turn appoint alternates in their absence. All elected Board members shall serve for a term of two (2) years. Terms of the three seats shall expire each year in alternating years.

It is anticipated that a some point in time, after 50% of the ownership is private, the management of Association will be largely provided by the property owners and the City's role would be diminished. At this point, after the 50 % ownership is private, one City position will be eliminated with the affirmative vote of the membership. That position will then be replaced by an owner or owners representative, also by an affirmative vote of the membership.

The following trustees shall constitute the initial Board of Trustees and shall serve until their successors are appointed or elected in conformance with the provisions as stated herein.

<u>POSITION</u>	<u>NAME</u>	<u>ADDRESS</u>
Chairman	Leland Gamettte	86 North University Ave # 240, Provo, Utah 84601
Trustee	Wayne Parker	351 West Center Street, Provo, Utah 84601
Trustee	Gary McGinn	351 West Center Street, Provo, Utah 84601
Trustee	Doug Robins	351 West Center Street, Provo, Utah 84601
Trustee	Dixon Holmes (Mayor's Appointee)	86 N. University Ave # 240, Provo, Utah 84601

ARTICLE VI

There shall be one class of member of the Corporation which shall be designated as a class "A" member. All persons, corporations, or entities owning property within the area specified and recorded as being within the Mountain Vista Business Center shall be members of the Corporation. Each such member shall exercise voting power equal to one vote for each acre of land or a fractional vote for any fraction of land owned by such member. For purposes of determining the number of votes of a member, the acreage of all parcels owned by a member will be aggregated to determine total acreage and any fraction thereof. A majority of all member votes will constitute a quorum for the conduct of business at any regular or special meeting of Corporation members. A simple majority of member votes present, or represented by written proxy, at any regular or special meeting of Corporation members will be sufficient for the election of Trustees or action on any matter of business except amendment of Bylaws which shall require two-thirds of member votes present or represented by written proxy.

Each member shall have equal use and benefit from the assets of the Corporation and shall share equally in the liabilities and indebtedness thereof as may be set forth in the bylaws of the Corporation and in the Master Declaration of Protective Covenants, Conditions and Restrictions for the Mountain Vista Business Center as recorded in Utah County.

The initial members of the Corporation shall be as follows and new members or replacement members shall be admitted automatically upon the recording of deeds which convey to them property within the Mountain

Vista Business Center:

<u>NAME</u>	<u>ADDRESS</u>
Redevelopment Agency of Provo City Corporation	351 West Center Street, Provo, Utah 84601

ARTICLE VII

The names and addresses of the incorporators of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Leland Gamette	86 North University Avenue #240, Provo, Utah
Wayne Parker	351 West Center Street, Provo, Utah 84601
Gary McGinn	351 West Center Street, Provo, Utah 84601
Doug Robins	351 West Center Street, Provo, Utah 84601
Dixon Holmes (Mayor's Appointee)	86 N. University Ave # 240 Provo, Utah 84601

ARTICLE VIII

The location and address of the Corporation's initial principal office shall be:

351 West Center Street
Provo, Utah 84601

ARTICLE IX

The initial registered agent for the Corporation shall be:

Leland Gamette, Chairman
351 West Center Street
Provo, Utah 84601

ARTICLE X

The Corporation shall not be organized for the pecuniary profit of the members, trustees, or officers, nor may it issue stock or declare or distribute dividends and no part of the net income shall inure to the benefit of any member or officer. Any balance of money or assets remaining after the full payment of Corporation obligations of all and any kind shall be devoted to the achievement of the maintenance and management objectives of the Corporation and/or to improvement of the real and personal property of the Corporation.

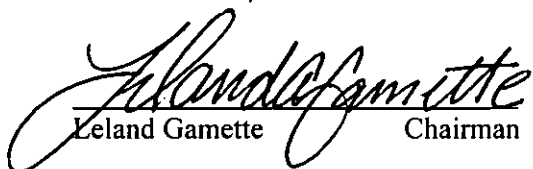
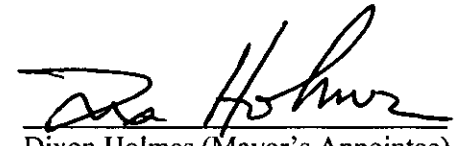
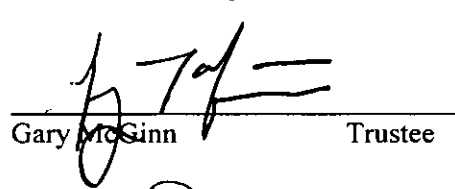
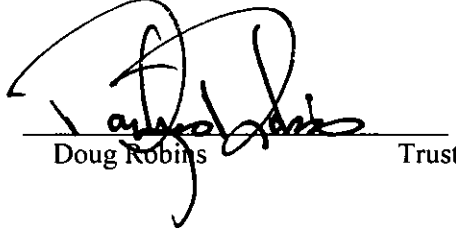
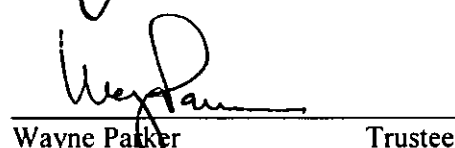
No part of the activities of the Corporation shall be distribution or dissemination of propaganda or the support of a partisan political campaign on behalf of any candidate for public office or a partisan political issue. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on other activities not permitted to be carried on by a corporation exempt from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (or by corresponding provisions of

subsequent United States Internal Revenue law) or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or by corresponding provisions of subsequent United State Internal Revenue law).

ARTICLE XI

Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all corporate real properties by distribution equally to all members in locations, where possible, adjacent to the properties of members. The proceeds of all sales and all other remaining assets shall be distributed equally among the members of the Corporation as provided by Chapter 16-6a of the Utah Code Annotated.

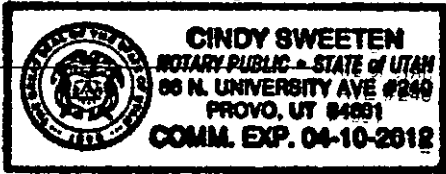
In witness thereof, WE HAVE SET OUR HAND AND SEAL AS INCORPORATORS THIS 2nd DAY OF July 2008.

 _____ Leland Gamette	Chairman	 _____ Dixon Holmes (Mayor's Appointee)	Trustee
 _____ Gary McGinn	Trustee	 _____ Doug Robins	Trustee
 _____ Wayne Parker	Trustee		

STATE OF UTAH
COUNTY OF UTAH (ss)

On this 2nd day of July 2008, Leland A. Gamette
personally appeared before me and, having been duly sworn upon oath, declared and acknowledged to me
that they voluntarily signed the foregoing document, having read and understood it and intending to be bound
thereby.

My Commission Expires:

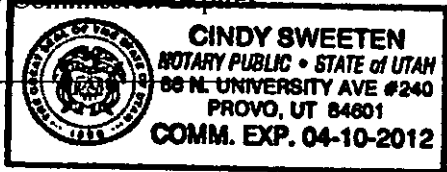


Cindy Sweeten
NOTARY PUBLIC
Residing at
Provo, UT

STATE OF UTAH
COUNTY OF UTAH (ss)

On this 2nd day of July 2008, Dixon Holmes
personally appeared before me and, having been duly sworn upon oath, declared and acknowledged to me
that they voluntarily signed the foregoing document, having read and understood it and intending to be bound
thereby.

My Commission Expires:



Cindy Sweeten
NOTARY PUBLIC
Residing at
Provo, UT

STATE OF UTAH
COUNTY OF UTAH (ss)

On this 2nd day of July 2008, Doug Robins
personally appeared before me and, having been duly sworn upon oath, declared and acknowledged to me
that they voluntarily signed the foregoing document, having read and understood it and intending to be bound
thereby.

My Commission Expires:

Cindy Sweeten
NOTARY PUBLIC
Residing at



STATE OF UTAH
COUNTY OF UTAH (ss)

On this 2nd day of July 2008, Gary McGinn
personally appeared before me and, having been duly sworn upon oath, declared and acknowledged to me
that they voluntarily signed the foregoing document, having read and understood it and intending to be bound
thereby.

My Commission Expires:



Cindy Sweeten
NOTARY PUBLIC
Residing at
Provo, UT

STATE OF UTAH
COUNTY OF UTAH (ss)

On this 2nd day of July 2008, Wayne Parker
personally appeared before me and, having been duly sworn upon oath, declared and acknowledged to me
that they voluntarily signed the foregoing document, having read and understood it and intending to be bound
thereby.

My Commission Expires:

Cindy Sweeten
NOTARY PUBLIC
Residing at



EXHIBIT "A"

Legal Description:

Mountain Vista Business Center, Plat A, Lots 1, 2 & 3.