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UT. DIV. of CORP. & COMM. CODE

**ARTICLES OF INCORPORATION
OF
THE LODGES AT BEAR HOLLOW CONDOMINIUM
HOMEOWNERS ASSOCIATION, INC.**

The undersigned, a natural person of the age of 21 years or more, acting as incorporator of a Corporation under the Utah Revised Nonprofit Corporation Act (the "Act"), adopts the following Articles of Incorporation for such Corporation.

ARTICLE I - NAME OF CORPORATION

The name of the Corporation is The Lodges at Bear Hollow Condominium Homeowners Association, Inc.

ARTICLE II - DURATION OF CORPORATION

The Corporation is to have perpetual existence.

ARTICLE III - CORPORATE PURPOSE

The general purposes and objects for which the Corporation is organized are:

To serve as the homeowners association for the residential condominium in Summit County, Utah known as The Lodges at Bear Hollow; to own, operate, maintain and manage the Common Areas and Limited Common Areas as those terms are defined in the Declaration of Condominium for The Lodges at Bear Hollow (the "Declaration") recorded in the office of the Summit County Recorder, as the same may be amended from time to time; and otherwise transact business with all types of real, personal, tangible and intangible property, and to do any business and take any action which it is lawful for a nonprofit corporation organized as a homeowners association to do. The Corporation is organized as a nonprofit corporation with all of the power and authority set forth in the Act and in the Declaration as the same may be amended from time to time.

ARTICLE IV - MEMBERS

The Corporation shall have members in two classes as follows:

Class A. Class A Members shall be all Unit Owners in The Lodges at Bear Hollow other than the Declarant in the Declaration, Bear Hollow Restoration, LLC, until the Class B membership ceases. Class A Members shall be entitled to one (1) vote for each Unit in which the interest required for membership in the Association is held. In no event, however, shall more than one Class A vote exist with respect to any Unit.

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Class B. The Class B Member shall be the Declarant in the Declaration, Bear

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Hollow Restoration, LLC. The Class B Member shall be entitled to three (3) votes for each Unit in which it holds the interest required for Membership in the Association. The Class B Membership shall automatically cease and be converted to a Class A membership on the first to occur of the following events: (a) Four (4) months after the sale (meaning the execution and delivery of a deed to a Unit by Declarant) of Units to which seventy five percent (75%) of the Common Areas and Facilities pertain in all Phases in the Project; (b) Six (6) years from the date following the first conveyance of a Unit in the Building to a Unit purchaser after effective date of this Declaration; or (c) When, in its sole discretion, Declarant so determines.

ARTICLE V - NO STOCK CERTIFICATES

The Corporation shall not issue stock certificates to its members. Member status for Class A members shall be determined by record fee simple ownership to Units in The Lodges at Bear Hollow in accordance with the terms and conditions of the Declaration. Member status for the Class B member shall also be determined in accordance with the terms and conditions of the Declaration.

ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors consisting of at least three (3) persons and may thereafter be increased to five (5) members upon the affirmative vote of at least seventy-five percent (75%) of all votes in the Association. The initial members of the Board of Directors of the Corporation shall be as follows:

Phillip M. Turner
Hamlet Development
308 East 4500 South, Ste. 200
Murray, Utah 84107

David Irwin
Hamlet Development
308 East 4500 South, Ste. 200
Murray, Utah 84107

John Aldous
Hamlet Development
308 East 4500 South, Ste. 200
Murray, Utah 84107

ARTICLE VII - BYLAWS

The Directors shall adopt Bylaws which are not inconsistent with law or these Articles for the regulation and management of the affairs of the Corporation. The Bylaws may be amended from time to time or repealed pursuant to law.

ARTICLE VIII - REGISTERED OFFICE

The address of the Corporation's initial registered office is:

308 East 4500 South
Suite 200
Murray, Utah 84107

ARTICLE IX - REGISTERED AGENT

The initial registered agent for the Corporation shall be:

John Aldous
308 East 4500 South
Suite 200
Murray, Utah 84107

ARTICLE X - INCORPORATOR

The name and address of the incorporator of the Corporation is:

John Aldous
308 East 4500 South
Suite 200
Murray, Utah 84107

ARTICLE XII - OFFICERS' AND DIRECTORS' CONTRACTS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm association or entity in which one or more of its Directors are trustees, directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approved or ratifies such contract or transaction, or because his or their votes are counted for such purpose. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

The undersigned incorporator verifies, under penalty of perjury, his signature on this document is his voluntary act and deed, and that the statements contained herein are true and correct.

DATED this 5th day of December, 2005.

[Signature]
John Aldous, Incorporator

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

The undersigned acknowledges appointment as registered agent on behalf of the Corporation named in the foregoing Articles of Incorporation and agrees to assume and discharge the duties thereof.

[Signature]
John Aldous
Registered Agent

State of: UTAH
County of: SALT LAKE

On the 5th day of December 2005, personally appeared before me John Aldous, who being by me duly sworn did say, that he, the said John Aldous, is the Incorporator and Resident Agent of THE LODGES AT BEAR HOLLOW CONDOMINIUM Homeowners Association, Inc., and that the within and foregoing instrument was signed on behalf of said Association.

[Signature]
NOTARY PUBLIC, Residing at
West Jordan UT

My Commission expires: Nov 2 2009

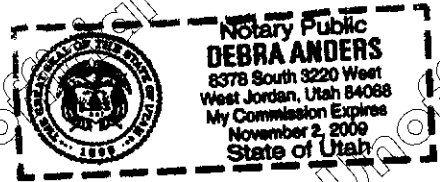


EXHIBIT "A"

Lot 401, 402, 403 and 404, BEAR HOLLOW VILLAGE 2ND AMENDMENT,
according to the official plat thereof, on file and of record in the Summit County
Recorder's Office.

Tax ID: BHVS-401-2AM, BHVS-402-2AM, BHVS-403-2AM and BHVS-404-2AM

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