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**ARTICLES OF INCORPORATION
OF
SUNDIAL LODGE CONDOMINIUM OWNERS ASSOCIATION, INC.**

Utah Div. Of Corp. & Comm. Code

(A Utah Non-Profit Corporation)



I, the undersigned, desiring to form a corporation pursuant to the Utah Non-Profit Corporation and Cooperative Association Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is SUNDIAL LODGE CONDOMINIUM OWNERS ASSOCIATION, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes of this Corporation, which is organized as a non-profit corporation, shall be to exercise all the powers and privileges and to perform all of the duties and obligations of Sundial Lodge Condominium Owners Association as set forth in the Declaration of Condominium for Sundial Lodge at The Canyons, a Utah condominium project (the "Project"), as recorded in the office of the County Recorder of Summit County, State of Utah, as the same may be amended from time to time as therein provided (the "Declaration"), and to acquire, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property, including Common Areas and Facilities (as defined in the Declaration), in connection with the affairs of the Corporation, subject to the limitations contained in the Declaration.

To do everything necessary and proper for the accomplishment of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the Corporation and, in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether or not such business is similar in nature to the purposes set forth in the Articles of Incorporation of the Corporation, or any amendment thereof.

ARTICLE IV

This Corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends and no part of its net earnings shall inure to the benefit of any member, trustee or individual. The balance, if any, of all money received by the Corporation

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from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively for the purposes set forth in Article III hereof.

The Board of Trustees of the Corporation will constitute the Condominium Management Committee, described in the Declaration. Any references to the Condominium Management Committee in the Project Documents, including the Corporation's Bylaws, shall mean the Board of Trustees. The Board of Trustees of the Corporation may designate such committee or committees as it determines in accordance with law to exercise such authority as the Board of Trustees shall delegate in the resolution designating such committee or committees.

ARTICLE V

The number of Trustees constituting the initial governing board, known as the Board of Trustees, is five (5). The names and addresses of the persons who are to serve as Trustees until the first annual meeting of the members or until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Blaise Carrig	1840 Sun Peak Drive 2 nd Floor Park City, Utah 84098
Bob Mceleney	P.O. Box 450 Sunday River Access Road Bethel, Maine 04217
Cory Williams	1840 Sun Peak Drive 2 nd Floor Park City, Utah 84098
Glen Crowell.	1840 Sun Peak Drive 2 nd Floor Park City, Utah 84098
Jeff Zogg	1840 Sun Peak Drive 2 nd Floor Park City, Utah 84098

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

I Herby certify that the foregoing has been filed and approved on the 15 day of Dec 1999 in the office of this Division and hereby issue this Certificate thereof.

Examined [Signature] Date 12-15-99



[Signature]
LORENA P. RIFPO
DIVISION DIRECTOR

ARTICLE VI

The initial registered agent and registered address of the Corporation shall be Blaise Carrig, 4000 Park West Drive, Park City, Utah 84098. The undersigned hereby accepts and acknowledges appointment as the initial registered agent of this Corporation and confirms that he meets the necessary requirements.


Registered Agent

ARTICLE VII

The name and street address of the incorporator is Shawn C. Ferrin, Parsons Behle & Latimer, 201 South Main Street, Suite 1800, Salt Lake City, Utah 84145.

ARTICLE VIII

In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the Corporation shall be distributed in accordance with Utah Code Ann. Section 16-6-63 (1953) as the same may be amended from time to time.

ARTICLE IX

The location and street address of this Corporation's initial principal office is 3720 North Sundial Court, Park City, Utah 84098.

ARTICLE X

The Corporation has members. Each members is and must be an owner of a Unit in the Project, as said Units are defined in the Declaration. The members, or Owners, as they are defined in the Declaration, shall vote in accordance with the Declaration and the Bylaws.

ARTICLE XI

Bylaws will be hereafter adopted. Such Bylaws may be amended or replaced, in whole or in part, in the manner provided therein, and the amendments to the Bylaws shall be binding upon all members.

ARTICLE XII

The Corporation shall indemnify its officers, trustees, agents and other persons against liabilities incurred by them that result from their acts that are performed in furtherance of the business of the Corporation to the full extent now or hereafter permitted by the laws of the State of Utah.

IN WITNESS WHEREOF, the above-named incorporator has executed these Articles of Incorporation this 15th day of December, 1999.


Shawn C. Ferrin, Incorporator