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Utah Div. Of Corp. & Comm. Code

**ARTICLES OF INCORPORATION
OF
HIGH STAR RANCH MASTER ASSOCIATION, INC.
(A Nonprofit Corporation)**

The undersigned natural person over the age of twenty-one (21) years, acting as the incorporator of a non-profit corporation under the Utah Revised Nonprofit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation for said corporation:

**ARTICLE I
NAME AND INITIAL
PRINCIPAL AND DESIGNATED OFFICE**

The name of the corporation shall be "High Star Ranch Master Association, Inc." (hereinafter referred to as the "Corporation"). The mailing address of the Corporation's initial principal office and designated office shall be at 1790 Bonanza Drive, Suite 250, P.O. Box 682981, Park City, UT 84068, or at such other place as may be designated, from time to time, by the Board of Trustees.

**ARTICLE II
NONPROFIT CORPORATION**

The Corporation is organized pursuant to the Act.


**ARTICLE III
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered agent and registered office of the Corporation shall be Robert C. Dillon, Esq., 1441 West Ute Blvd, Suite 330, Park City, Utah, Summit County, Utah 84068.

The following is the signature of the registered agent:



Robert C. Dillon

10-29-12P04:13 RCVD

Date: 10/29/2012
Receipt Number: 4063477
Amount Paid: \$50.00

**ARTICLE V
PURPOSE AND POWERS**

The specific purpose of this Corporation is to engage in the business of property management and to act as agent for its members in acquiring, holding, improving, and otherwise dealing with and respect of real property and real property improvements in the planned unit development project known as the High Star Ranch (the "Project") located on State Road 32 in Kamas City, Summit County, Utah. A Master Declaration of Covenants, Conditions and Restrictions for High Star Ranch have been filed as Entry No. _____, at Book _____, Page _____, in the Official Records of the Recorder's Office for Summit County, Utah (THE "Master Declaration"). Reference is hereby made to the Master Declaration for all defined terms used in these Articles and not otherwise defined herein. Except as limited in these Articles, the Corporation shall have all of the powers set forth in Sections 16-6a-302 and 303 of the Act and in the Master Declaration. Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this Corporation.

**ARTICLE VI
MEMBERSHIP**

The Corporation shall have three classes of membership consisting of persons owning a Lot, a Neighborhood Association or the Declarant in the Project as provided in Section 3.13 of the Master Declaration. No person who has conveyed or otherwise disposed of his or her ownership interest in a Lot, or who has recorded a Plat and Neighborhood Declaration on a Lot, shall thereafter be entitled to hold or retain the membership in the Corporation which is appurtenant to that Lot. The conveyance or other disposition (including the recording of a Plat and Neighborhood Declaration) by a person entitled to membership in the Corporation of all such person's ownership in a Lot shall be deemed to constitute, and may be treated by the Corporation as, a transfer and conveyance of such membership to such person who is the successor-in-interest in ownership of the Lot or to the Neighborhood Association created by the recordation of a Plat and Neighborhood Declaration; and the Corporation shall be entitled to change its records to reflect the new ownership of that membership interest. In the event of dissolution of the Corporation, the rights of the members in the assets of the Corporation and any distributions by the corporation shall be in the proportions in which the common areas and facilities of the Project are owned by the members.

**ARTICLE VII
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

This Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof and is organized solely for nonprofit purposes. In no event shall the net earnings, income or assets of this Corporation be distributed to, or inure to the benefit of, any Member, Trustee or Officer of this Corporation or other private individual, either directly or indirectly, except upon winding up and dissolution. Nothing herein shall prohibit the Corporation from reimbursing the members of the Board of Trustees and officers of the Corporation for all expenses reasonably incurred by them in performing services rendered to the Corporation.

**ARTICLE VIII
EVIDENCE OF MEMBERSHIP
AND VOTING RIGHTS**

Membership in the Corporation shall be evidenced and shown on the records of the Corporation. The voting rights of Members shall be as set forth in the Master Declaration, including, without limitation, Sections 3.14 through 3.16.

**ARTICLE IX
LIABILITY FOR DEBTS**

Members of the Corporation, members of the Board of Trustees and officers of the Corporation shall not be liable for the debts of the Corporation.

**ARTICLE X
BOARD OF TRUSTEES**

The Corporation shall have a Board of Trustees which shall consist of three (3) Trustees. At the first annual meeting the members shall elect one (1) Trustee to serve for a term of one (1) year; one (1) Trustee to serve for a term of two (2) years; and one (1) Trustee to serve a term of three (3) years, and at each annual meeting thereafter the members shall elect one (1) Trustee for a term of three (3) years. In the event the majority of member decides to increase the number of Trustees from time to time, the members shall have the right to fill vacancies occasioned by such increase, and such newly elected Trustees shall serve terms of three (3) years and until their successors are duly elected and qualified. The names and addresses of the persons who are to serve as Trustees until the first annual meeting of members and until their successors are duly elected and qualified are:

<u>Name:</u>	<u>Address:</u>
Mark J. Fischer	2245 Monitor Drive, Park City, UT 84060
Jill Packham	1790 Bonanza Drive, Suite 250, Park City, UT 84060
Tom R. Grimmatt	2275 Corporate Circle, Suite 120, Henderson, NV 89074

**ARTICLE XI
LIMITATION OF LIABILITY**

The personal liability of each member of the Board of Trustees and each officer of the Corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the full extent permitted by applicable law.

**ARTICLE XII
INDEMNIFICATION**

To the full extent permitted by the Act, the Corporation shall indemnify any trustee or officer of the Corporation made a party to a proceeding because such individual is or was a trustee or officer of the Corporation against liability incurred in that proceeding.

**ARTICLE XIII
ADVANCEMENT OF EXPENSES**

The Corporation may, but shall not be required to, pay for or reimburse the reasonable expenses incurred by a trustee or officer who is a party to a proceeding in advance of the final disposition of the proceeding to the full extent permitted by the Act.


**ARTICLE XIV
DISSOLUTION**

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of this Corporation and satisfaction of all other requirements set forth in the Act, the remaining assets may be distributed to the Members of this Corporation in accordance with such Member's relative interests in the Project. Notwithstanding the foregoing, without the approval of 100% of the Members, so long as there is any common area for which this Corporation is obligated to provide management, maintenance, preservation or control, this Corporation or any person acting on its behalf shall not: (i) transfer all or substantially all of its assets; or (ii) file a certificate of dissolution; and (iii) no court shall enter an order declaring this Corporation duly wound up and dissolved.

**ARTICLE XV
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is Robert C. Dillon, 1441 West Ute Boulevard, Suite 330, Park City, Utah, Summit County, 84098.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation, this 26th day of October, 2012.



Robert C. Dillon, Incorporator



STATE OF UTAH
 DEPARTMENT OF COMMERCE
 DIVISION OF CORPORATIONS & COMMERCIAL CODE
 PO BOX 146705
 SALT LAKE CITY, UT 84114-6705

FIRST CLASS
 US POSTAGE
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 PERMIT NO. 4621

Certificate of Registration

Entity Type: Corporation - Domestic - Non-Profit
 Entity Number: 8477321-0140
 Issue Date: October 29, 2012
 Access Code #: 5018777

HIGH STAR RANCH MASTER ASSOCIATION, INC.
 ROBERT C DILLON, ESQ
 1441 W UTE BLVD STE 330
 PARK CITY UT 84068



CERTIFICATE OF REGISTRATION



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

This certifies that this entity has been filed & approved and has been issued a registration number in the office of the Division and hereby issues this Certification thereof.

Kathy Berg

KATHY BERG
 Division Director